17

COPY OF BILL.

(Endorsed)

Between

John Black and others,
Compl'ants,

and

The Delaware and Raritan Canal Company and others,
Def'nts.

Bill for Injunction, &c.

10

A. BROWNING,
Sol. of Compl'nts. 20

Filed June 21st, 1871.
H. S. LITTLE,
Cl'k.

IN CHANCERY:

To the Honorable Abraham O. Zabriskie,
Chancellor of the State of New Jersey:

30

Humbly complaining, show unto your Honor, your orators, John Black, Henry H. Longstreet, Samuel C. Forker, Thomas Robb, Samuel Rogers, Jacob M. Douglass, Caleb R. Smith, David Harmer, William R. Vandergrift and Thomas N. Adams, of Burlington county, New Jersey; and Charles Bartles, John C. Hopewell, Judiah Higgins, Joseph H. Higgins, Avery Parker and John H. Capner, of Hunterdon county, in said State; Ira C. Voorhees, and Lewis Stout, of Middlesex county, in said State; and Robert C.

Hutchinson and Henry D. Johnson, of Mercer county, in said State; and Jonathan Longstreet, of Monmouth county, in said State, that your orators now are, and for five years last past and upwards have been, stockholders in the capital stock of the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and
10 Transportation Company, commonly called the United Companies of New Jersey, as hereinafter set forth; and that they exhibit this their bill of complaint, in this honorable court, as well for themselves as for any other of the stockholders of said companies, or either of them, as may hereafter choose to come into this honorable court and cause themselves to be made parties, complainants, to this bill, and contribute to the expenses of its prosecution, except those of the stockholders of said companies who, by reason of their assent to any of the acts hereinafter complained of, may be deprived of a right to complain of said
20 acts.

And your orators further show, that your orator, John Black, holds and owns eight hundred and fifteen shares of stock in the said New Jersey Railroad and Transportation Company;

That your orator, Henry H. Longstreet, holds and owns one hundred and forty-two shares of stock in the said Delaware and Raritan Canal Company, and eighty-nine shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Samuel C. Forker, holds and owns five shares of stock in the said Delaware and Raritan Canal Com-
30 pany, and fifteen shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Thomas Robb, holds and owns two hundred and eleven shares of stock in the said Delaware and Raritan Canal Company, and two hundred and eighty-nine shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Samuel Rogers, owns and holds twenty shares of stock in the said Delaware and Raritan Canal Company, and fifteen shares in the Camden and Amboy Railroad and Transportation Company;

That your orator, Jacob M. Douglass, owns and holds fifty-eight shares of stock in the said Delaware and Raritan Canal Company, and in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Caleb R. Smith, owns and holds ninety-three shares of stock in the said Delaware and Raritan Canal Company, and forty shares in the said Camden and Amboy Rail- 10 road and Transportation Company;

That your orator, David Harmer, owns and holds fifty-eight shares of stock in the said Delaware and Raritan Canal Company, and thirty-one shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, William R. Vandergrift, owns and holds five shares in the said Delaware and Raritan Canal Company, and in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Thomas N. Adams, owns and holds twenty 20 shares of stock in the said Delaware and Raritan Canal Company, and sixty-five shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Charles Bartles, owns and holds one hundred and sixty-one shares of stock in the said Delaware and Raritan Canal Company, and forty-one shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, John C. Hopewell, owns and holds ten shares of stock in the said Delaware and Raritan Canal Company, and sixty-two shares in the said Camden and Amboy 30 Railroad and Transportation Company;

That your orator, Judiah Higgins, owns and holds one hundred and five shares of stock in the said Delaware and Raritan Canal Company, and sixty-five shares in said Camden and Amboy Railroad and Transportation Company;

That your orator, Joseph H. Higgins, owns and holds ninety-three shares of stock in the said Delaware and Raritan Canal Company, and fifty-nine shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Avery Parker, owns and holds forty-six shares of stock in the said Delaware and Raritan Canal Company, and fourteen shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, John H. Capner, owns and holds forty-six shares of stock in the said Delaware and Raritan Canal Com-
10 pany, and forty-nine shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Ira C. Voorhees, owns and holds one hundred and ninety-seven shares of stock in the said Delaware and Raritan Canal Company, and two hundred and eighty shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Lewis Stout, owns sixty shares of stock in the said Delaware and Raritan Canal Company, and fifty-five shares in the said Camden and Amboy Railroad and Transpor-
20 tation Company, and fifteen shares in the said New Jersey Railroad and Transportation Company;

That your orator, Jonathan Longstreet, owns and holds fifteen shares of stock in the said Delaware and Raritan Canal Company, and ten shares in the said Camden and Amboy Railroad and Transportation Company;

That your orator, Robert C. Hutchinson, owns and holds eighty-seven shares of stock in the said Delaware and Raritan Canal Company, and in the said Camden and Amboy Railroad and Transportation Company; and,

30 That your orator, Henry D. Johnson, owns and holds fifteen shares of stock in the said Delaware and Raritan Canal Company, and five shares in the said Camden and Amboy Railroad and Transportation Company.

And your orators further show, that under and by virtue of an act of the Legislature of New Jersey, entitled "An act to incorporate the Delaware and Raritan Canal Company," passed on the fourth day of February, eighteen hundred and thirty, a canal corporation by the name of "The Delaware and Raritan Canal Company" became and was incorporated and made a

body politic and corporate, in fact and in law, with a capital of one million dollars, divided into shares of one hundred dollars each, having for its principal object the making and perfecting an expeditious and complete line of water communication between the cities of Philadelphia, in the State of Pennsylvania, and of New York, in the State of New York; and, for that purpose, it was, among other things, empowered to construct a canal, not less than fifty feet wide and five feet deep, from the waters of the Delaware river to those of the Raritan, and to improve the navigation of those rivers below the points thereon at which the said canal should empty into them; and also to construct a feeder, not less than thirty feet wide and four feet deep, for supplying said canal with water from the river Delaware; and, for those purposes, the said corporation was authorized to purchase and otherwise procure, and to take, have, hold, possess and enjoy, all lands, and other real and personal estate which should be necessary or proper; and was granted and endowed with all other powers, privileges and franchises necessary for constructing and completing said canal and feeder, with all proper appendages and appurtenances; and to charge tolls for the transportation of persons and property thereon, not exceeding certain limits therein prescribed; and the said Legislature, in and by said act, did enact and declare, that the said canal and feeder, and works to be erected, should be a public highway; that the said corporation should have perpetual succession; that the shares of its capital stock should be personal estate; that its affairs should be managed by a board of nine directors, to be annually elected, who should divide the net profits of its business among its stockholders, in the ratio of the stock held by them; that the State of New Jersey might become a stockholder to the amount of one-fourth the capital stock thereof, and have the appointment of one director; and might, at the expiration of thirty years from the completion of said canal and feeder, take them and all their appendages at their appraised value, not exceeding their first cost; and that, from the time of their completion, in lieu of any other tax or impost, the said corporation

should pay, quarterly, to the State of New Jersey, the sum of eight cents for each passenger, and eight cents for each ton of merchandise transported thereon, excepting coal, lumber, lime, wood, ashes, and similar low-priced articles, for which two cents only should be paid, as, by reference to said act of incorporation, (which therein is declared to be a public act,) will more
10 fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that by a supplement to the aforesaid act, passed on the third day of February, eighteen hundred and thirty-one, the period of thirty years in the said act appointed for the State of New Jersey to take, at their appraised value, the said canal and feeder, with their appendages and appurtenances, was extended to fifty years from the time of their completion; and, upon certain considerations in the said supplement stated, the said canal was required to be
20 constructed seventy-five feet wide and seven feet deep, instead of fifty feet wide and five feet deep, as stated in said original act, as, by reference to said supplement, will more fully and at large appear, and to which your orators, for greater certainty, pray leave to refer.

And your orators further show, that on the same day of the passage of the aforesaid act of incorporation, the Legislature of New Jersey also passed another act, entitled "An act to incorporate the Camden and Amboy Railroad and Transportation Company," under and by virtue of which a railroad corporation,
30 by the name of "The Camden and Amboy Railroad and Transportation Company," became and was incorporated and made a body politic and corporate, in fact and in law, with a like capital of one million dollars, also divided into shares of one hundred dollars each, having for its principal object the making and perfecting an expeditious and complete line of communcation, partly by railroad and partly by water, between the aforesaid cities of Philadelphia and New York; and for that purpose it was, among other things, empowered to survey, locate and construct a railroad, with all the necessary appendages, from the

Delaware river, between Cooper's creek and Newton creek, in the now county of Camden, to the Raritan bay; and to provide suitable steam or other vessels, at the termini of said railroad, for the transportation of passengers and property between said railroad and said cities; and, for such purposes, the said railroad corporation was authorized to purchase and otherwise procure, and take, have, hold, possess and enjoy, all lands and other real and 10 personal estate which should be necessary or proper; and was granted and endowed with all other powers, privileges and franchises necessary for constructing and completing said railroad, and connecting the same by steam and other vessels with said cities, as aforesaid, with all proper appendages and appurtenances; and to charge fare, freight and tolls for the transportation of persons and property thereon, not exceeding certain limits therein prescribed; and the said Legislature, in and by the last said act, did enact and declare, that the said railroad should be a public highway; that said railroad corporation 20 should have perpetual succession; that the shares of its capital stock should be personal estate; that its affairs should be managed by a board of seven directors, to be annually elected, who should divide the net profits of its business amongst its stockholders, in the ratio of the stock held by them; that the State of New Jersey might become a stockholder to the amount of one-fourth the capital stock thereof, and have the appointment of one director; and might, at the expiration of thirty years from the completion of said railroad, take it and all its appendages at their appraised value, not exceeding their first cost; 30 and that, from the time of the completion thereof, in lieu of any other tax or impost, the said railroad corporation should pay, quarterly, to the State of New Jersey, the sum of ten cents for each passenger, and fifteen cents for each ton of merchandise transported thereon, as, by reference to the last said act of incorporation (which therein is also declared to be a public act) will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that on the fourth day of

February, eighteen hundred and thirty-one, the said Legislature passed a certain other act, entitled "An act relative to the Camden and Amboy Railroad and Transportation Company," providing therein that, upon the said railroad corporation, within five days thereafter, filing their written assent thereto in the office of the Secretary of State, the same should become a part
10 of the charter of said corporation; that such assent to said act was afterwards, within five days, to wit, on the eighth day of said last mentioned month of February, filed in said office; whereupon the said act, being accepted as aforesaid and acquiesced in as hereinafter stated, became a part of said charter; that, in and by said act, in consideration of certain grants and provisions therein made to, and in favor of, said corporation, the said corporation agreed to transfer, and, in pursuance of said agreement, afterwards did transfer, to the State of New Jersey, one thousand shares of its capital stock, and
20 did issue to said State a certificate for that amount of its said capital stock: whereupon, the said State to that amount, became a stockholder of the capital stock of said corporation, and entitled to all the dividends, and income that should thereafter be derived therefrom, as by reference to the said act, and the assent thereto, in the office of said Secretary, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that afterwards, on the fifteenth day of February, eighteen hundred and thirty-one,
30 the said Legislature passed a certain other act, entitled "An act relative to the Delaware and Raritan Canal, and the Camden and Amboy Railroad and Transportation Companies," providing therein, among other things, that, before the said act should take effect, the stockholders holding seven-eighths of all the stock of the said canal and railroad corporations, should assent thereto, and certify such assent to the satisfaction of the Governor of New Jersey, and cause the certificate thereof to be filed in the office of the Secretary of State; and that, afterwards, on the eighteenth day of May, eighteen hundred and

thirty-one, a proper and satisfactory certificate of such acceptance was duly filed in the said office; whereupon the said act, being accepted and acquiesced in as hereinafter stated, took effect; that, in and by the said act, which thus became a law, it was, among other things, enacted, in substance and effect, that it should and might be lawful for the said canal and railroad corporations, by and with the consent of seven-eighths of 10 their respective stockholders, to consolidate their capital stocks, for the purposes of erecting and completing the said canal and feeder and the said railroads provided for by the aforesaid acts of incorporation, and the supplements thereto, out of the joint funds of said corporations: subject, always, to all the provisions, reservations and conditions in the said acts and supplemental acts set forth; and that the stock of the said corporations, subscribed and authorized to be subscribed under the said acts, should be deemed and considered, and was thereby declared to be, joint stock; and that the profits accruing from said canal 20 and feeder and railroads should be divided among all the stockholders of said two corporations, share and share alike; and that the directors, appointed and to be appointed, under the provisions of said acts of incorporation, should direct and manage the affairs and concerns of the said corporations in joint meeting; and that the said corporations should be jointly liable on all contracts made, or to be made, by either or both of said corporations; and that they might jointly sue and be sued, plead and be impleaded, in all courts of law and equity: *providing* therein, however, among other things, that the right 30 of the State to take the said railroads and the canal and feeder, or either of them, at the times limited in said acts of incorporation, and the acts supplementary and relative thereto, or either of them, and on the terms therein prescribed, should be in no way affected or impaired by this act; as by reference thereto, and said certificate of assent, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that seven-eighths of the stock-

holders of said two corporations consented to, and all of them acquiesced in, the consolidation of their capital stocks, as provided for in the said last-mentioned act; and that thereupon the said capital stocks, afterwards, on or about the eighteenth day of May, eighteen hundred and thirty-one, became and were consolidated according to the said act.

10 And your orators further show, that afterwards, on the second day of March, eighteen hundred and thirty-two, the said Legislature passed a certain other act, entitled "A supplement to an act entitled an act relative to the Delaware and Raritan Canal and the Camden and Amboy Railroad and Transportation Companies," providing therein, in substance and effect, that the assent, in writing, of a majority of the stockholders of said corporations to the provisions of said act should be submitted to and approved of by the Governor, or the person administering the government of the State, and filed in the office of the Secretary of State within 20 forty days after the passage thereof; or else that the said act should be void; that such assent to the provisions of said act, within the said period of forty days, to wit, on the fifth day of April, eighteen hundred and thirty-two, was submitted to, and approved by, said Governor, and filed in said office, whereupon the said act, being accepted and acquiesced in as hereinafter stated, became and was a law; that, in and by the said act, it was, among other things, enacted that it should not be lawful, during the continuance of the charters of said railroad corporation, to construct any other railroad in the State 30 of New Jersey which should be intended or used for the transportation of passengers or merchandise between the said cities of New York and Philadelphia, or to compete in business with the railroad of the said railroad corporation; and that, in consideration of this exclusive privilege, and of other grants to, and provisions in favor of, the said corporations, set forth therein, the said joint corporations should transfer to the State of New Jersey one thousand shares of their joint capital stock, and issue a certificate therefor for the use of said State; that, afterwards, in pursuance of said enactment, one thousand shares

of said joint capital stock were transferred by said corporations, and a certificate therefor issued to said State, which thereupon became a stockholder in the consolidated stock of said corporations to the additional amount of one thousand shares, and entitled to all the dividends and income that should thereafter be derived therefrom; that, in and by said act, in consideration as aforesaid, it was further enacted, that if, 10 within one year from the time said railroad, from Bordentown to Amboy, should be so far completed that passengers and merchandise should be transported thereon, and if the transit duty reserved by said acts of incorporation, and the dividends on the stock transferred to the State of New Jersey, should not amount to thirty thousand dollars, it should be the duty of said corporations to pay such deficiency to the State out of their joint funds, before making any dividend to the stockholders; and that each year thereafter, such deficiency, if any should exist, should be paid by said corporations so as 20 to secure to the State the said sum of thirty thousand dollars at least every year thereafter during their said charters; and further, that it should be the duty of said corporations to construct a lateral railroad, from a suitable point on the aforesaid railroad, at or west of the village of Spotswood, to a suitable point or points in the city of New Brunswick; and that such lateral railroad should be completed as soon as any railroad should be made from said city of New Brunswick to the Hudson river; as, by reference to the said supplemental act, and the assent of a majority of the stockholders of said joint corpora- 30 tions thereto, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, after a railroad had been located by the said Camden and Amboy Railroad Company, under its said charter and acts supplemental thereto, from the Delaware river, at Camden, to the Raritan bay, at South Amboy, the said Legislature, on the fifteenth day of March, eighteen hundred and thirty-two, passed an act, entitled "An act for the relief of certain landholders," in and by which, after reciting,

in substance, that the farms of certain landholders on the route of said railroad were so intersected by it as to produce great inconvenience to them, which might be avoided by slight variations in its location, it was enacted, that it should be lawful for that company to change the location of said railroad, not exceeding, in any case, one-fourth of a mile from the line as
10 then laid out and worked upon, where the same could be done without prejudice to the usefulness of said road and the interests of that company; as, by reference thereto, will more fully and at large appear, and to which your orators, for greater certainty, pray leave to refer.

And your orators further show that, on the sixteenth day of March, eighteen hundred and thirty-two, the said Legislature passed a certain other act, entitled "An act prescribing the mode of appointing directors in the Delaware and Raritan Canal, and Camden and Amboy Railroad and Transportation Companies,"
20 in and by which it was enacted that the directors to be appointed on behalf of the State, in said corporations, should be appointed annually by the Governor for the time being, or by the person administering the government; as, by reference to said act, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that the said Legislature, on the eighteenth day of February, eighteen hundred and thirty-five, passed a certain other act, entitled "An act to authorize the Camden and Amboy Railroad and Transportation
30 Company to construct a lateral railroad from their main road to South river, in the county of Middlesex," in and by which that company was authorized to construct a lateral or branch railroad from any point on their main road, within a mile of their bridge over the South river, to one or more points on South river, and not farther distant from said bridge than half a mile; and that said lateral or branch railroad, when completed, should be a public highway; as, by reference to said act, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, on the fifteenth day of March, eighteen hundred and thirty-seven, the said Legislature passed a certain other act, entitled "A further supplement to the act entitled an act relative to the Delaware and Raritan Canal, and the Camden and Amboy Railroad and Transportation Companies," in and by which the said joint corporations, out of their joint funds, were authorized to construct a railroad, 10 with all necessary appendages, from some point in the city of New Brunswick, forming there a connection with the southwesterly terminus of the railroad of the New Jersey Railroad and Transportation Company, and thence to run, on the most eligible route, to the city of Trenton, and thence to some point on the line of the railroad of said Camden and Amboy Railroad and Transportation Company, at or south of Bordentown, and a spur or lateral railroad from some point in conection therewith, in the city of Trenton, to the Delaware river, at the Trenton Delaware bridge; that, for the purpose of con- 20 structing and operating such railroad, the said joint corporations were authorized to acquire all necessary lands, and other real and personal estate, as and in the manner set forth in said act; but with a proviso that they should pay the State the same transit duties for merchandise and passengers transported on or over said road, either from Bordentown or from Trenton Delaware bridge, or from Trenton to the city of New Brunswick, or from that city to Trenton, Trenton Delaware bridge, or Bordentown, as if such merchandise or passengers had been transported on the road of the Camden and Amboy Railroad 30 and Transportation Company from Camden to South Amboy; that, in and by said act, it was further enacted or provided that nothing therein should be held to affect, impair, or defeat the right of the State of, in or to the capital stock which it held in said joint corporations, or the interest or dividends to accrue thereon, or to the transit duties for the transportation of passengers or merchandise on said canal or railroad, or to the right, in the State, of redeeming said works according to the provisions of the aforesaid corporation acts and the acts sup-

plementary thereto, but that all such rights, privileges and emoluments should remain in said State as fully as if this supplementary act had not been passed; but that this act should not take effect until the boards of directors of each of said joint companies, or the directors of their joint board, should certify an acceptance thereof, as therein provided, and
10 file such certificate in the office of the Secretary of State; which certificate, in due form, was subsequently, to wit, on the tenth day of June, eighteen hundred and thirty-seven, made and filed as required; whereupon the said supplementary act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect and became a law; as, by reference to the same, and said certificate, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of
20 the Legislature of New Jersey, approved on the sixteenth day of March, eighteen hundred and fifty-four, after reciting, in substance, by way of preamble thereto, that, by reason of the then existing contracts between the said State and said joint corporations, as set forth in their acts of incorporation and the other acts in relation thereto, they were possessed of certain exclusive privileges which prevented the construction, except by their consent, of any other railroads in this State which should be intended or used for the transportation of passengers or merchandise between the said cities of New York and Phila-
30 delphia, or to compete in business with the railroads of said corporations, and that the extinguishment of those exclusive privileges was an object of great public importance, which could be obtained only by the State's purchasing said railroads and appendages, or by the consent of said corporatians; and also, that to increase the rapidity and safety of traveling upon said railroads, they should be made as straight as practicable, it was, among other things, in substance and effect, enacted, that after the first day of January, eighteen hundred and sixty-nine, it should be lawful, without the consent of said joint corpora-

tions, to construct any railroad or railroads in this State for the transportation of passengers or merchandise between the cities of New York and Philadelphia, or to compete in business with their railroads, without thereby in anywise impairing the right of the State to its stock in them, or either of them, or to the dividends thereon, or to the transit duties which they were required to pay to the State; but that, before the said first day of January, eighteen hundred and sixty-nine, without such consent, it should not be lawful to construct any such railroad or railroads; that the times, limited as aforesaid, for the State to take, at their appraised value, the aforesaid canal, railroads and appendages, should be extended to, and fixed to be in, the year of our Lord eighteen hundred and eighty-eight; and that it should be lawful for said joint corporations, out of their joint funds, to alter the route or routes of their railroads so as to reduce the curves as much as a due regard to the situation of the ground over which they pass will admit of; but that this act should not take effect until the joint board of said corporations, and the boards of directors of each of them, should certify their acceptance thereof, under the hands of the president and secretary and corporate seal of said joint corporations, and of each of them, and file the same in the office of the Secretary of State; which your orators state was afterwards, on the seventeenth day of April, eighteen hundred and fifty-four, properly and in due form done; upon which the said act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect and became a law; as by reference to the said act and certificate of its acceptance will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of the Legislature of this State, approved on the nineteenth day of March, eighteen hundred and fifty-seven, entitled, "A further supplement to the acts incorporating the Delaware and Raritan Canal Company, and the Camden and Amboy Railroad and Transportation Company," each of said joint companies was authorized to increase its capital stock to any addi-

tional number of shares, not exceeding fifteen thousand shares of one hundred dollars each; but that said act should not take effect until their respective boards of directors, under their corporate seals, should each certify an acceptance thereof, and have the same filed in the office of the Secretary of State, which was, on the second day of April, eighteen hundred and
10 fifty-seven, done; upon which said act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect and became a law; as, by reference thereto, and to said certificate, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of said Legislature, approved on the twenty-second day of March, eighteen hundred and sixty, entitled "A supplement to the act entitled, 'An act to increase the revenues of the State of New Jersey,' approved March sixth, eighteen hundred
20 and fifty-eight, fixing the transit duty to be paid by the Camden and Amboy Railroad Company on commuting passengers," it was enacted, that the transit duty thereafter to be paid by the said Camden and Amboy Railroad Company, on commutation tickets from Trenton to New York, should be six per cent. on the amount received from such commutation or season-ticket passengers from Trenton to New York and returning; as by reference to said act will more fully appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act
30 of said Legislature, approved on the twenty-first day of March, eighteen hundred and sixty-three, entitled "An act to construct a railroad from the borough of Princeton to the Camden and Amboy Railroad," the aforesaid joint corporations were authorized to lay out and construct a branch to their railroad, as relocated between New Brunswick and Trenton, commencing at some point in the borough of Princeton, and running thence by the most eligible route to the said relocated railroad, as by reference to said act will more fully appear, and to which, for greater certainty, your orators pray leave to refer.

In Chancery of New Jersey.

BILL OF COMPLAINT

OF

JOHN BLACK AND OTHERS,

COMPLAINANTS,

AND

The Delaware and Raritan Canal Company and Others,

DEFENDANTS;

AND OF THE

AFFIDAVITS AND OTHER WRITINGS ATTACHED.

Filed June 23d, 1871.

ALSO, OF THE

RULE TO SHEW CAUSE WHY AN INJUNCTION SHALL NOT ISSUE, &c., AND FOR STAY OF PROCEEDINGS BY DEFENDANTS, &c.

Made June 23d, 1871.

A. BROWNING,
Solicitor of Complainants.

And your orators further show that, by a certain other act of said Legislature, approved on the sixteenth day of March, eighteen hundred and sixty-four, entitled "A further supplement to the acts incorporating the Delaware and Raritan Canal Company, and the Camden and Amboy Railroad and Transportation Company," the capital stock of each of said corporations was increased any number of shares, not exceeding twenty thousand shares of one hundred dollars each; but it was therein provided that said act should not take effect until their boards of directors should each, under their corporate seals, certify an acceptance thereof, and have such certificate filed in the office of the Secretary of State, which was afterwards, on the fourteenth day of April, eighteen hundred and sixty-four, so certified, and the certificate thereof filed in said office; whereupon said act, being accepted as aforesaid and acquiesced in as hereinafter stated, became a law; as by reference thereto, and to said certificate, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of the said Legislature, approved on the twenty-seventh day of March, eighteen hundred and sixty-six, entitled "A further supplement to the acts incorporating the Delaware and Raritan Canal Company, and the Camden and Amboy Railroad and Transportation Company," it was enacted that the said joint corporations should run over each of the railroads operated by them in this State at least two passenger trains each way, per working day, in which the fare should not exceed two and a half cents per mile, except that in no case the whole fare need not be less than ten cents; but that such act should not take effect until said corporation should file in the office of the Secretary of State their consent thereto, under their corporate seals; which consent they afterwards so made, and on the first day of May, eighteen hundred and sixty-six, filed in said office; whereupon the said act, being accepted as aforesaid and acquiesced in as hereinafter stated, went into effect; as by reference thereto, and to said certificate, will more fully and at large appear, and

to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that under and by virtue of the aforesaid acts of incorporation, and shortly after the passage thereof as aforesaid, the said corporations—to wit, the Delaware and Raritan Canal Company, and the Camden and Am-
10 boy Railroad and Transportation Company—became and were legally and properly organized by the election and appointment of boards of directors, and presidents, secretaries and other officers for each of said corporations; and that, under and by virtue of the aforesaid act, entitled "An act relative to the Delaware and Raritan Canal, and the Camden and Amboy Railroad and Transportation Companies," passed on the fifteenth day of February, eighteen hundred and thirty-one, and shortly after the passage thereof, the said corporations, for the purpose and in the manner specified in that act, became united and organized
20 as joint corporations, and, to the extent authorized or required by that act, directed and managed their affairs and concerns by their respective boards of directors in joint meeting; and that, under and by virtue of the grants, powers, franchises and privileges granted to, and conferred upon, said corporations by the said acts of incorporation, and the aforesaid supplemental and other acts relating thereto—all of which were accepted by said corporations, and each of them, and acquiesced in by all the stockholders thereof, and of each of them—they, the said corporations, acting as well severally as jointly, raised and ac-
30 quired by subscription to capital stock, and by loans and other lawful ways, very large sums of money, and by means thereof, and said grants, powers, franchises and privileges, acquired all the necessary property, real and personal, and surveyed, laid out and constructed a canal, called the Delaware and Raritan Canal, of seventy-five feet in width, at the surface water-line, by about eight feet in uniform depth, extending about forty-three miles in length from the Delaware river, at Bordentown, to the Raritan river at the city of New Brunswick, thereby connecting the waters of those rivers; and, also, a feeder to said canal, being

also a canal thirty feet in width by about four feet in uniform depth, and twenty-two miles in length, extending from Bull Island, in the said river, to the summit level of the main canal, in the city of Trenton, by which it is supplied with water from said river Delaware, with all the necessary locks, gates, tow-paths, toll-houses and other appendages and appurtenances, constituting a commodious, perfect, expeditious and complete line of water communication between the said cities of Philadelphia and New York; and that, in like manner, the said corporations acquired all the necessary property, real and personal, and surveyed, laid out and constructed a railroad, called the Camden and Amboy Railroad, from the Delaware river, at the city of Camden, about sixty-one miles in length, to the Raritan bay, at South Amboy, and connected the said termini of said railroad by means of steam and other vessels with the said cities of Philadelphia and New York, and equipped and perfected the same with engines, cars, stations, station-houses, landing places, branch and side tracks, and other appendages and appurtenances, constituting, with the aforesaid connections therewith, by steam and other vessels, a perfect, expeditious and complete line of communication between the cities of Philadelphia and New York; and that, in like manner, the said corporations acquired all the necessary property, real and personal, and surveyed, laid out and constructed another railroad, called the Trenton Branch Railroad, from the Delaware river, at Bordentown, by way of Trenton, to the city of New Brunswick, with a spur at Trenton, to Trenton Delaware Bridge,—connecting the same at Bordentown with the said Camden and Amboy Railroad, and at New Brunswick with a certain railroad called the New Jersey Railroad, which extends thence to Jersey City, opposite the city of New York, with which it is there, by ferry, connected with New York,—and equipped and perfected the said Trenton Branch Railroad with engines, cars, station, station-houses, landing places, branch and side tracks, and other appendages and appurtenances, constituting, with the said connections at Bordentown and New Brunswick, another

perfect, expeditious and complete line of communication, by way of Trenton, between the said cities of Philadelphia and New York; and that, in like manner, after having constructed, as aforesaid, the said Trenton Branch Railroad, the said corporation acquired all the necessary property, real and personal, and straightened the said branch by a relocation and construction
10 thereof between Trenton and Dean's pond; and, afterwards, having acquired the necessary property, real and personal, for that purpose, they surveyed, laid out and constructed another branch railroad, called the Princeton Branch, from the line of such relocation to the borough of Princeton, a distance of about three miles, with the necessary appendages and appurtenances, and properly equipped the same, whereby they connected the said borough of Princeton with the said Trenton Branch Railroad, as relocated and constructed, and through it and said intervening railroads, with the said cities of Philadelphia and
20 New York.

And your orators further show that, on the seventh day of March, eighteen hundred and thirty-two, the Legislature of New Jersey passed a certain other act, entitled "An act to incorporate the New Jersey Railroad and Transportation Company," constituting and incorporating a certain other railroad corporation by the name of the New Jersey Railroad and Transportation Company, with a capital of seven hundred and fifty thousand dollars, divided into shares of fifty dollars each, with liberty to increase the same to one million five hundred
30 thousand dollars; and did, therein and thereby, grant to and vest in said corporation, all the powers, franchises, rights and privileges necessary to survey, lay out and construct a railroad, by a route therein prescribed, from the city of New Brunswick to some convenient point, not less than fifty feet from high-water mark on the Hudson river, opposite the city of New York, with all the necessary appendages and appurtenances, and to equip and operate the same, and for that purpose to acquire all lands, and other real and personal estate, necessary or proper; and to charge for the transportation of persons and merchan-

dise thereon fare, freight and tolls not exceeding certain rates therein prescribed; that the affairs of said corporation should be managed by a board of nine directors, to be annually chosen by the stockholders; that the State of New Jersey should have the privilege of subscribing for the one-fourth of the capital stock of said corporation, and should have the appointment of three of said directors to represent the same, but that such privilege should be exercised within two years after the location of its route; that, in lieu of any other tax or imposition, the said corporation, after the completion of said railroad, and the expiration of five years, should pay, yearly to said State, a tax of one-quarter of one per cent. upon its capital paid in, and, after the expiration of ten years, a tax of one-half of one per cent. upon the true amount of its capital stock; provided, that if at any time thereafter any other railroad should intersect or be attached to the aforesaid railroad, so as to make a continuous line of railroad across the State of New Jersey, between the States of New York and Pennsylvania, then the said above-mentioned corporation, in addition to the said tax on its capital, should pay to the State of New Jersey eight cents for each passenger and twelve cents for each ton of merchandise transported thereon; and that, at any time after the expiration of thirty years from the completion of said railroad, the said State might take the said railroad and its appendages at an appraised value thereof, not exceeding the first cost thereof, as by reference to said act (which therein is declared to be a public act) will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by an act of said Legislature passed on the twenty-sixth day of January, eighteen hundred and thirty-seven, entitled "An act relative to the New Jersey Railroad and Transportation Company," the State of New Jersey relinquished the privilege of subscribing for the one-fourth part of the capital stock of said corporation, as above stated, taking and reserving to itself, in lieu thereof, the privilege of investing one hundred thousand dollars in said

stock at par, at any time during the period of seven years from the passage of said last-mentioned act, and the appointment of one of the directors of said corporations; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act
10 of said Legislature passed on the eleventh day of November, eighteen hundred and thirty-seven, entitled "A supplement to the act entitled an act to incorporate the New Jersey Railroad and Transportation Company, passed the eighth day of March, one thousand eight hundred and thirty-two," the capital stock of said corporation was increased five hundred thousand dollars, divided into shares of fifty dollars each; but providing therein that such supplement should not take effect until the board of directors of said corporation should certify their acceptance thereof, under the hands of their president and secretary and
20 corporate seal, and file a certificate of such acceptance in the office of the Secretary of State; and that, afterwards, on the second day of December, eighteen hundred and thirty-seven, such acceptance was given, and the certificate thereof filed in said office, whereupon the said act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect; as by reference to said act and certificate will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of the said Legislature passed on the eighteenth day of April,
30 eighteen hundred and forty-six, entitled "An act relative to the tax and transit duty payable to the State by the New Jersey Railroad and Transportation Company," it was, among other things, in substance enacted, that, instead of the transit duty of eight cents for each passenger transported on said railroad, as required by the charter of said corporation, it should pay a transit duty to the State of eight cents for every dollar received from transit-duty passengers; but that said act should not take effect until the board of directors, under the hands of their president and secretary and corporate seal, should certify

an acceptance, and such certificate thereof should be filed in the office of the Secretary of State, which was done on the fourth day of May, eighteen hundred and forty-six, whereupon such act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect; as by reference thereto and said certificate will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer. 10

And your orators further show, that the said Legislature, by a certain other act, approved on the sixteenth day of February, eighteen hundred and fifty-three, entitled "An additional supplement to the act entitled an act to incorporate the New Jersey Railroad and Transportation Company, passed the seventh day of March, eighteen hundred and thirty-two," increased the capital stock of said corporation five hundred thousand dollars, in shares of fifty dollars each, in order to enable said corporation to widen and straighten its railroad route, or cut through Bergen Hill; to extend its road; to 20 construct and enlarge its bridges, depots, car and engine houses, and other improvements on their road and at Hudson river, required for furnishing ample accommodations for the transportation and ferriage of passengers and merchandise, and for giving full facilities to its increasing business; but with a proviso that the said act should not take effect until accepted by the board of directors of said corporation, and a certificate of such acceptance, under the hands of its president and secretary and corporate seal, filed in the office of the Secretary of State; and that said board accepted said act, and made and 30 filed such certificate, whereupon the said act, being accepted as aforesaid and acquiesced in as hereinafter stated, took effect; as by reference thereto, and to said certificate, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that the said Legislature, by a certain other act, approved on the third day of April, eighteen hundred and fifty-five, entitled "A further supplement to an act entitled 'An act to incorporate the New Jersey Railroad

and Transportation Company,' passed the seventh day of March, one thousand eight hundred and thirty-two," the said corporation was authorized and empowered to construct a bridge over the Passaic river, at or near Commercial dock, in the city of Newark, and to extend the said railroad, by the direct route across said bridge, on the route and location designated
10 in the survey and field book filed by it in the office of the Secretary of State, in the manner and according to the provisions and conditions set forth in said act; and for that purpose, and others mentioned in said act, its capital stock was increased five hundred thousand dollars, divided into shares of fifty dollars each; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that the said Legislature, by a certain other act, approved the sixteenth day of March, eigh-
20 teen hundred and sixty-four, entitled "A further supplement to the act entitled 'An act to incorporate the New Jersey Railroad and Transportation Company,' passed the seventh day of March, eighteen hundred and thirty-two," enlarged and extended the time limited for the State to take said railroad and its appendages at their appraised value, as hereinbefore set forth, to the first day of January, eighteen hundred and sixty-nine, and conferred on said corporation, whenever it should deem it expedient, general powers to shorten, straighten, widen, or otherwise improve any part of its said railroad, upon certain terms and
30 provisions therein set forth; and enacted that it should thereafter be lawful, by a general law, to impose additional tax on said corporation for State purposes, subject, however, to certain limitations and conditions therein stated; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that the said Legislature, by a certain other act, approved on the seventeenth day of March, eighteen hundred and sixty-five, entitled "A further supplement to the act entitled 'An act to incorporate the New Jersey Rail-

road and Transportation Company,' " authorized the said corporation to increase its capital stock to six millions of dollars, the increase to be divided into shares of fifty dollars each; as by reference thereto will more fully and at large appear, and to which your orators, for greater certainty, pray leave to refer.

And your orators further show that, under and by virtue of the aforesaid act incorporating the New Jersey Rail- 10 road and Transportation Company, and shortly after the passage thereof, that corporation became and was legally and properly organized, by the election and appointment of a board of directors, and a president, secretary and other officers; and that, under and by virtue of the grants, powers, franchises and privileges granted to and conferred upon it by that act, and the aforesaid supplemental and other acts relating thereto, all of which were accepted by said corporation and acquiesced in by all the stockholders thereof, that corporation raised and acquired, by subscriptions to capital stock, and by loans and other 20 lawful ways, very large sums of money; and by means thereof, and said grants, powers, franchises and privileges, acquired all the necessary property, real and personal, and surveyed, laid out and constructed, and from time to time straightened, enlarged, improved and repaired a railroad, called the New Jersey Railroad, from the city of New Brunswick, by the route or routes, and according to the directions and provisions specified and contained in said several acts of the Legislature, to the Hudson river, at Jersey City, opposite the city of New York, a distance of about thirty-one miles, connecting the same, at its southerly 30 terminus, with the aforesaid Trenton Branch Railroad, in the city of New Brunswick, thereby forming with it, and the aforesaid Camden and Amboy Railroad, a connected and continous line of railroad from the city of Camden to Jersey City, and, by means of the ferries at those cities, a perfect, expeditious and complete line of communication between the cities of Philadelphia and New York, as hereinbefore stated; and equipped and perfected the said railroad, from New Brunswick to Jersey City, with engines, cars, stations, station-houses, landing places, branch

and side tracks, turnouts, and other appendages and appurtenances sufficient to accommodate and meet the requirements of a very large and profitable railroad business.

And your orators further show that, on or about the first day of August, eighteen hundred and fifty-three, the said New Jersey Railroad and Transportation Company, under and in pur-
10 suance of certain powers granted to it by the State, for the price or sum of four hundred and eighty-five dollars per share, amounting in the aggregate to the sum of four hundred and eighty-five thousand dollars, purchased and became the owner and holder of all the stock, property and franchises of a certain corporation called "The Associates of the Jersey Company," owning and occupying the ferries, and a large amount of other property, real and personal, at Jersey City, in this State; and that it has ever since retained and still holds stock and ferries, now exceedingly valuable, with a considerable portion of the
20 other property, acquired as aforesaid.

And your orators further show, that the aforesaid joint corporations, to wit, "the Delaware and Raritan Canal Company," and "the Camden and Amboy Railroad and Transportation Company," and the aforesaid, "the New Jersey Railroad and Transportation Company," having constructed and otherwise acquired, and being severally the owners and operators of the aforesaid canal and feeder, with all their appendages and appurtenances, and of the aforesaid lines of railroad, to wit, the Camden and Amboy Railroad, extending from the city of Cam-
30 den, by way of Bordentown, to South Amboy; the Trenton Branch Railroad, extending from Bordentown, by way of Trenton, to New Brunswick; and the New Jersey Railroad, extending from New Brunswick to Jersey City, with all their and each of their appendages, equipments, connections and appurtenances, and of all the aforesaid other branch and lateral railroads, with their respective appendages, equipments and appurtenances, and being also the owners of a very large amount of other property, real and personal, not above mentioned or specifically referred to, and being in the actual possession and enjoyment

of all said properties, with all and singular the franchises, privileges, rights, powers, estates and interests belonging or in anywise appertaining to them and every of them, but subject, nevertheless, to all the conditions, limitations, restrictions, uses and trusts in anywise imposed on them—they, the said joint corporations and the said the New Jersey Railroad and Transportation Company, under their respective common or corporate seals, duly executed on or about the first day of February, eighteen hundred and sixty-seven, made and entered into an agreement for the purpose of consolidating and uniting their respective interests, in the words and figures, or in substance and effect following, to wit:—

"THIS ARTICLE OF AGREEMENT, Made by and between the Delaware and Raritan Canal Company and Camden and Amboy Railroad and Transportation Company, parties of the first part, and the New Jersey Railroad and Transportation Company, party of the second part,

"*Witnesseth*, That the said parties have mutually agreed upon a consolidation and unity of interest in manner following, that is to say:

"That the amount of stock of the parties hereto of the first part shall be ten millions of dollars, subject, however, to the instalments yet to be paid in on two millions of dollars, or thereabouts, issued to the stockholders during the past year; and the stock of the parties hereto of the second part shall be six millions two hundred and fifty thousand dollars, subject to a call or assessment of sixty per cent. on one million two hundred and fifty thousand dollars thereof, yet to be issued to the stockholders of the parties hereto of the second part.

"That upon the stock basis, as thus arranged, dollar for dollar, equal dividends shall forever hereafter be paid, in joint receipts, after the payment of the joint expenses and interest, being applicable to the payment of dividends of the joint stock; and the entire receipts of every kind and description, of each of said parties, to be deemed joint receipts; and the entire expenses of each of said parties to be deemed joint expenses; and the said joint receipts are to include the said instalments yet to be paid in on the stock of the parties of the first part, which are to be expended on the road and property of the parties of the first part; and also, the said call, or assessment to be paid in on the stock of the parties of the second part yet to be issued, as aforesaid, which is to be expended on the road and property of the parties of the second part; and the entire

property and assets of each of said parties, of every kind and description, whether standing in the corporate name or names, or in the name or names of other persons, for their use, or the use of either of them, are to be held subject to the debts and liabilities, and possessed, used and employed for the joint use and benefit of the said consolidated interest.

"That the agreement between the said parties hereto of the first part, and the Philadelphia and Trenton Railroad Company, and all other agreements and obligations now in force by or against either of the parties hereto, shall be binding on the consolidated companies composed of the parties hereto.

"That the directors of the said companies, parties hereto of the first and second parts, shall meet in joint board, in the same manner as the directors of the companies comprising the parties hereto of the first part have heretofore done, and jointly transact, manage, and conduct the business of the parties hereto, both of the first and second parts, at such times and in such manner as may be determined by the said board.

"That this agreement shall take effect as of the first day of January, in the year eighteen hundred and sixty-seven, and shall be subject to the approval of the board of directors of each of the parties hereto, and two-thirds in interest of the stockholders of each of said parties, and also subject to be ratified and made effective by the Legislature of New Jersey.

"*In Witness Whereof*, The said parties have hereto caused their respective corporative seals to be affixed, this first day of February, in the year of our Lord one thousand eight hundred and sixty-seven.

" [L. S.]
" [L. S.]
" [L. S.]

"*This is to Certify*, That the foregoing agreement has been and is hereby adopted and agreed to by the undersigned committees, respectively, of the parties thereto of the first and second parts, in said agreement named, duly authorized and appointed by the directors of the said parties, respectively, to negotiate the same.

"Dated New York, January 28th, 1867.

"ASHBEL WELCH, C. MACALISTER,
"JOS. P. BRADLEY, JOHN HULME,
"J. G. STEVENS, E. S. SANFORD,

"*Committee of the Delaware and Raritan Canal and Camden and Amboy Railroad and Transportation Company.*

"HAMILTON FISH, I. W. SCUDDER,
"MARTIN A. HOWELL, A. L. DENNIS,

"*Committee of the New Jersey Railroad and Transportation Company.*"

And your orators further show, that the Legislature of New Jersey, at or about the time of the making of the above agreement by the said several corporations, touching and concerning their said estates and business, passed a certain act, entitled "An act to validate and confirm certain agreements between the companies owning the railroad lines between New York and Philadelphia," in and by which—after reciting, by way of preamble, touching and concerning said corporations, parties to the said agreement, and their said railroads and other estates, in substance and effect, that it was desirable that the railroad lines between New York and Philadelphia, forming by their connection essentially one line, should be more closely united in interest and management, whereby great advantages would accrue to the public, as well as to the stockholders; and that the Delaware and Raritan Canal Company, and Camden and Amboy Railroad and Transportation Company, known as the joint companies, owners of one portion of said lines, and the New Jersey Railroad and Transportation Company owners of another portion thereof, have made, or are about making, an agreement for a consolidation of interests and an equality of dividends—the said Legislature authorized and confirmed the said agreement, and any other agreement which said corporations might make for the said purposes specified in the preamble to said act: providing, however, that no agreement made by them for such purposes should be valid unless assented to or ratified by two-thirds in interest of the stockholders of each of said three corporations, or against any stockholder in either who should, within three months after such agreement, dissent thereto, in writing, to the president or secretary of the company in which he was a stockholder: and providing further, that the transit duties, and all other taxes and dues accruing to the State from any of said corporations, should not be affected or diminished thereby: and also providing, that, when any such agreement for consolidation should be made, the corporations entering into it should be consolidated according to its terms, and authorized to transact their business as a joint concern, and by a joint

board of directors, composed of the directors of their several boards, a majority constituting a quorum; but that the organization and election of directors of the corporate parties to such agreement should remain distinct, and that the provision of their respective charters, with all the restrictions and liabilities therein contained, except as necessarily modified by such
10 consolidation, should continue in force: and providing still further, that nothing in the said act should be deemed or construed as an extinguishment or dissolution of the several corporations composing the said consolidated interest; and, for the purpose of enabling the said corporations to carry their said agreement into effect, and to create a uniformity in their stocks, it was further provided in said act, that the said New Jersey Railroad and Transportation Company might increase its capital stock to six millions two hundred and fifty thousand dollars, and divide it into shares of one hundred dollars each, instead
20 of fifty dollars, as theretofore, and call in its old certificates and issue new ones, in lieu thereof, for half the previous number of shares; and did also provide and declare that said act should be deemed a public act, and take effect immediately; as, by reference thereto, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that two-thirds in interest of the stockholders of each of the several corporate parties to said agreement assented to and ratified it, and that none of said stockholders dissented from it, within three months next after
30 its execution, or at any other time; and that all the stockholders of all the said companies acquiesced therein, so that the same became and is a valid agreement of the said parties to it; and that no further or other agreement, for a further or other consolidation of the said parties, has since been made between them, nor between them or any of them, with the Philadelphia and Trenton Railroad Company, mentioned in said act.

And your orators further show, that since the making of said agreement, and its ratification as aforesaid, the said three corporations, to wit, the Delaware and Raritan Canal Com-

pany, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, have acted upon and co-operated under said agreement, and are now, and, since said agreement, have been, known and called the "United Companies."

And your orators further show that, since the union of the said United Companies as aforesaid, the Legislature of New Jersey passed another act, entitled "An act to enable the United Railroad and Canal Companies to increase their depot and terminal facilities at Jersey City," under and by virtue of which, and of certain prior private grants, the said United Companies have become, and now are, the owners in fee simple of all the land in Harsimus Cove, in Jersey City, lying between high-water mark on the west, and the deep water of Hudson river on the east; the centre of South Second street on the north, and the centre of South Seventh street on the south; having a front on Hudson river, opposite the city of New York, of about thirteen hundred feet, and a depth westward, to the shore, of about twenty-three hundred and fifty feet; with the privilege of laying out and constructing a branch railroad therefrom, one hundred feet in width, to a point in the line of the said New Jersey Railroad, in, or eastward of, the deep cut in Bergen Hill; and with the privilege, also, of constructing wharves, piers, canals, slips, store-houses, depots and other buildings to the exterior wharf, or improvement line of the Hudson river; with perpetual exemption from taxation, as to all such portions thereof as shall be used for railroad, canal, depot, transhipping or landing purposes; which property, called the "Harsimus Cove" property, has a present market value of three millions of dollars: a more particular description of said property, and the grants and privileges appertaining thereto, appear by said act, to which your orators, for greater certainty, pray leave to refer.

And your orators further show that, by a certain other act of said Legislature, approved the fifteenth day of April, eighteen hundred and sixty-eight, entitled "An act relative to the Delaware and Raritan Canal Company, the Camden and Amboy

Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company," authority is given to the said Delaware and Raritan Canal Company, whenever the said United Companies shall deem it expedient, to straighten the aforesaid feeder of the said Delaware and Raritan Canal; to make necessary structures for the protection and usefulness
10 of said feeder, including a wing-dam at Bulls Island, not exceeding eighteen inches high above low-water mark; to protect and complete the wing-dam at Wells Falls; to erect temporary structures at Bulls Island and Wells Falls, in times of extreme low-water; and, for the above purposes, to take and acquire such lands and materials as may be necessary, in the manner prescribed in the charter of said canal company; as, by reference to said act, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act
20 of said Legislature, approved, also, on the fifteenth day of April, eighteen hundred and sixty-eight, and also entitled "An act relative to the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company," it was enacted that it should be lawful for either of said railroad companies, whenever the said United Companies should deem it expedient, to shorten, straighten, widen or otherwise improve any part of their railroad lines; to cause the same to pass above or below any public highway or street crossing the same; and,
30 if necessary, to change the location or grade of such highway or street so as to make the crossing more convenient; assessing and paying damages to property injured thereby, in the manner prescribed by the charters of those companies; and, also, that in case a defect should appear in the title of said United Companies to any land on which any portion of their railroads, canals or other works are situate, and they cannot agree with the claimant or owner of such land, they may take proceedings for perfecting the title in the manner prescribed for taking lands for such railroad or canal by the respective charters of

those companies; and, also, that the stock or bonds of any other corporation, held by or in trust for any of either of said United Companies, shall be held for their joint and mutual benefit, and be disposed of according to their direction; and, also, that the said United Companies may invest any portion of their earnings in permanent improvements of their works, instead of dividing the same among their stockholders; and, also, that 10 the said United Companies may issue their bonds, or the bonds of any or either of them, to any amount they may deem necessary for the purpose of raising money for the improvements or the renewal of all or any of their works, to run for any period of time and at any rate of interest, and secure the same by mortgage or mortgages upon all or any portion of their works, property, franchises and chartered rights; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain act of said 20 Legislature, approved the eighteenth day of March, eighteen hundred and sixty-nine, and entitled "An act to authorize the United Railway and Canal Company to issue additional stock," the said United Companies were authorized to increase their respective capital stocks in the following amounts, to wit; the capital stock of the Delaware and Raritan Canal Company three millions of dollars, the capital stock of the Camden and Amboy Railroad and Transportation Company three millions of dollars, and the capital stock of the New Jersey Railroad and Transportation Company three millions seven hundred and 30 fifty thousand dollars, to be divided into shares of one hundred dollars each; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of said Legislature, approved on the twenty-fourth day of March, eighteen hundred and sixty-nine, and entitled "An act relative to certain improvements on the New Jersey Railroad," the said United Companies were authorized to change the theretofore pre-

scribed mode of constructing the proposed bridge to cross the Passaic river at Commercial dock, in Newark, and construct it as prescribed in said act; and to run the aforesaid branch railroad from the Harsimus Cove property, in Jersey City, to the line of the New Jersey Railroad, across a cemetery; and to take, by condemnation, entire building lots, across which said
10 branch road had been located; as by reference to said act will more fully appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show, that by a certain other act of said Legislature, approved on the thirty-first day of March, eighteen hundred and sixty-nine, and entitled "An act to enable the United Companies to improve lands under water at Kill Von Kull and other places," the said United Companies, in consideration of twenty thousand dollars, to be paid to the State on or before the first day of July then next, were authorized
20 to reclaim and erect wharves and other improvements in front of any lands owned or held in trust for them, or either of them, or by any company in which they then held a controlling interest, adjoining Kill Von Kull, or any other tide-waters of this State; as by reference to said act will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, by a certain other act of said Legislature, approved on the fourth day of March, eighteen hundred and sixty-nine, and entitled "An act rela-
30 tive to transit duties," the said Legislature enacted that, from and after the passage of that act, all transit duties, whether on passengers or freight, should be abolished; that all corporations theretofore paying transit duties to the State should, thereafter, pay each year, in quarterly payments to the State, a tax of one-half of one per cent. on the costs of their respective works, including all their property of every description not otherwise taxed, until the Legislature should, by general law, impose a uniform tax, equally applicable to all railroads and canal corporations in this State, and then, said corporations should pay

such uniform tax; and until such general law should be passed, no corporation theretofore paying transit duties, in any year thereafter, should pay a less tax than was paid by it for taxes and duties of all kinds for the year eighteen hundred and sixty-eight; but that said act should not apply to any corporation having a contract with the State in reference to taxation, unless, within three months from its passage, it should be accepted by 10 the board of directors of such corporation in the place of such contract; and that a certificate of such acceptance, under the corporate seal of such corporation, filed in the office of the Secretary of the State, should be plenary evidence of such acceptance; as, by reference to said act, will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, within three months next after the passage of said act relative to transit duties, to wit, on the fifth day of May, eighteen hundred and sixty-nine, 20 the said United Companies accepted said act, and made a certificate of acceptance, under the corporate seal of each, and filed, or caused the same to be filed, in the office of the Secretary of State; as by reference thereto will more fully and at large appear, and to which, for greater certainty, your orators pray leave to refer.

And your orators further show that, under and by virtue of the aforesaid acts of the Legislature of New Jersey—which were accepted by said United Companies, and acquiesced in by all of their respective stockholders—and other laws of this State, 30 and of the aforesaid agreements, the said United Companies, in their several and joint capacities, or partly joint and partly several, own and are in the absolute possession, enjoyment and use of the aforesaid Delaware and Raritan Canal and feeder thereof, and all their and each of their appendages and appurtenances, and all the powers, franchises and privileges appertaining thereto; and also of the aforesaid Camden and Amboy Railroad, Trenton Branch Railroad, New Jersey Railroad, Princeton Branch Railroad, Trenton Spur Railroad, Jersey City ferries, and Har-

simus Cove property, with all their and each and every of their other branches, lateral and side roads, appendages, equipments, rolling-stock, stations, station-houses, landing places, steamboats and other vessels, and all other attachments, connections, appliances and appurtenances, in anywise appertaining or belonging to them, and each and every of them; and of all the corporate
10 rights, powers, liberties, franchises and privileges in anywise granted or belonging to them, and each and every of them; but subject, nevertheless, to all the restrictions, limitations, conditions, taxes and impositions in anywise reserved, imposed or otherwise existing, under or by virtue of said acts, and other laws of this State; and that, in like manner, the said United Companies own and are in the absolute possession, enjoyment and use of a very large amount of other property, real and personal, not strictly appertaining to their said works, as above particularly mentioned, with all the estates, rights, incidents, privileges and
20 appurtenances in anywise belonging thereto.

And your orators further show, that the actual cost of the aforesaid properties of the said United Companies, as officially stated in their last annual report to the Legislature of this State, for the year ending on the thirty-first day of December, eighteen hundred and seventy, and sworn to by their respective presidents, and which your orators believe to be substantially true, is the sum of thirty-five millions, two hundred and forty-five thousand, six hundred and twenty-nine dollars and forty-one cents; and your orators believe that the actual worth of said
30 properties is not less than fifty millions of dollars; and that the sum of their aggregate capitals, then, was eighteen millions, nine hundred and ninety thousand six hundred and seventy-seven dollars and fifty cents, making, with their indebtedness, as therein stated, a sum just equal to the said cost of their properties.

And your orators further show, that the moneys invested in the capitals of said United Companies have been exceedingly productive to the stockholders; and, judging from the past, and looking to the unparalleled location of their works between the

two great and growing cities of this country, promise to become much more lucrative to them in the future, if their property and franchises, under the protection and guardianship of the laws of this State, shall be continued, and with special reference to which those investments were originally made, and have been since enlarged and continued; that the average of the dividends upon the stock in the aforesaid joint companies,—to 10 wit; the Delaware and Raritan Canal Company, and the Camden and Amboy Railroad and Transportation Company,—from eighteen hundred and thirty-three to eighteen hundred and seventy-one, a period of thirty-eight years, has been twelve and twenty-hundredths per cent.; and although your orators have not at hand the materials to estimate the productiveness of the other of said United Companies, to wit; the New Jersey Railroad and Transportation Company, yet your orators believe that, for nearly the same period of time, it has been equally productive; and your orators believe that, with like manage- 20 ment and care for a coming period of thirty-eight years, average dividends of at least fifteen per cent. may be rationally and confidently expected.

And your orators further show, and respectfully submit to your Honor, that although the *legal* title to the aforesaid properties is in the said several corporations, constituting said United Companies, yet they are, in truth and fact, but mere ideal or artificial persons, created by law for the purpose of taking, holding, managing and preserving the properties of their stockholders, as their naked trustees, without interest; and that 30 the real, equitable and beneficial estate and interest in said properties, and in all the dividends and income accruing and to accrue therefrom, are in said stockholders; and that every act or thing which takes, destroys, endangers, or in anywise injures those properties, or any of them, or lessens their value or productiveness, is an injury to those stockholders and not to their said trustees; and that any act or thing which, without the consent of those stockholders, or by due process of law, destroys those trustees, to whom those stockholders have confided

their property; or which prevents those trustees from fully and freely performing their trusts; or which, in whole or in part, substitutes new or other trustees; or which constrains those stockholders to sell, assign or transfer their stock or estates and interest in those properties to their said trustees, for their own use or the use of any other person, natural or artificial; or
10 which takes from those stockholders their stock or estates and interest in those properties, for and other than a *public use*, within and for the benefit of this State; or which, for such public use, takes from those stockholders their stock or estates and interest in those properties, without just compensation being *first* made to them, is an unjust and unconstitutional act, violative of the just and legal rights of those stockholders over their own property, and an impairing of the incidental contracts between the State of New Jersey and those corporations, and between those corporations and their respective stockholders.

20 And your orators further show, that the Legislature of New Jersey, on or about the seventeenth day of March, eighteen hundred and seventy, and approved on that day, passed an act with the title, preamble and enactments, in the words and figures following, to wit:—

"An act to enable the United Railway and Canal Companies to consolidate their stock, and to consolidate or connect with other Companies.

"WHEREAS, The Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, sometimes called
30 the United Companies, and the United Railway and Canal Companies, are identified in interest, and have also an identity of interest with the Philadelphia and Trenton Railroad Company and other companies; therefore,

"1. *Be it enacted by the Senate and General Assembly of the State of New Jersey*, That it shall and may be lawful for the said United Companies, by and with the consent of two-thirds in interest of the stockholders of each expressed in writing and duly authenticated by affidavits, and filed in the office of the Secretary of State, to consolidate their respective capital stocks, or to consolidate with any other railroad or canal company or companies in this State or otherwise, with which they are or may be identified in interest or whose

works shall form with their own continuous or connected lines, or to make such other arrangements for connection or consolidation of business with any such company or companies by agreement, contract, lease, or otherwise, as to the directors of said United Companies may seem expedient; *Provided*, That if any stockholder or stockholders, being such at the time of making any such consolidation, agreement, contract, lease or other arrangement, shall be dissatisfied with the same, the said companies shall pay to such dissatisfied stockholder or stockholders, the full value of his, her or their stock, immediately prior to such consolidation, agreement, contract, lease, or other arrangement, to be assessed by three disinterested commissioners, appointed for that purpose by the Supreme Court or Court of Chancery of this State, on the application of either party, made upon twenty days' notice; but the said companies shall not be compelled to pay for stock of any such dissatisfied stockholder or stockholders unless he or they shall give written notice of such dissatisfaction to the president, secretary or treasurer of the company, whose stock shall be held by him or them, within three months after such consolidation, agreement, contract, lease or other arrangement shall have been made and consented to by the requisite number of stockholders; *Provided, further*, That no such consolidation, agreement, contract, lease or other arrangement shall have the effect, or be construed to release or discharge the said United Companies, or any or either of them, or any company or companies with which any such consolidation, agreement, contract, or lease, may be made, from any taxes, liabilities, obligations or duties, which they, or either of them, may be subject or liable to, either to this State, or to any other person or persons.

"2. *And be it enacted*, That this act shall take effect immediately, and shall be deemed a public act; and the said consent of stockholders herein and hereby required to be authenticated and filed in the secretary's office, when so authenticated and filed, together with the fact of the amount of stock held by each, the same being also authenticated by affidavit, shall be sufficiently proved in all courts and places where the same may come in question (unless the contrary be made to appear) by the original affidavit so filed, or by a duly certified copy thereof made by the Secretary of State."

as by said act, on file in the office of the Secretary of State, will appear.

And your orators further show, that the said act has never been submitted to the board of directors of either of said United Companies, or to the stockholders of either, for acceptance; nor has it ever, in any way, been accepted or acquiesced in by either

of said companies, or by your orators, or any or either of them; but, on the contrary your orators have, from time to time, resisted said act and denied its validity and opposed the exercise, by said companies, of the powers granted or claimed to be granted by it. Your orators, therefore, submit that, as to said companies and each of them, and as to your orators, the said
10 act is void.

And your orators further show, that the several boards of directors of the said United Companies are composed of the following persons, that is to say; the members of the board of directors in the Delaware and Raritan Canal Company are—

Robert F. Stockton, of the city of Trenton, New Jersey;
John G. Stevens, of the city of Trenton, New Jersey;
John M. Read, of the city of Philadelphia, Pennsylvania;
Moses Taylor, of the city of New York, New York;
John Jacob Astor, of the city of New York, New York;
20 Richard S. Conover, of South Amboy, New Jersey;
William W. Shippen, of Hoboken, New Jersey;
Albert W. Markley, of Camden, New Jersey; and
George M. Dorrance, of Bristol, Pennsylvania; besides
David B. Gill, of Clarksboro, New Jersey, who is the State director.

The members of the board of directors of the Camden and Amboy Railroad and Transportation Company are—

William H. Gatzmer, of the city of Philadelphia, Pennsylvania;
Samuel Welsh, of the city of Philadelphia, Pennsylvania;
30 Charles Macalister, of the city of Philadelphia, Pennsylvania;
Benjamin Fish, of the city of Trenton, New Jersey;
William G. Cook, of the city of Trenton, New Jersey;
Cambridge Livingston, of the city of New York, New York; and
Ashbel Welch, of Lambertville, New Jersey; besides
George Richards, of Dover, New Jersey, who is the State director.

And the members of the board of directors of the New Jersey Railroad and Transportation Company are—

Alfred L. Dennis, of Newark, New Jersey;
Nehemiah Perry, of Newark, New Jersey;
Hamilton Fish, of the city of New York, New York;
Ferdinand Suydam, of the city of New York, New York;
Henry R. Remsen, of the city of New York, New York;
Dudley S. Gregory, of Jersey City, New Jersey;
Isaac W. Scudder, of Jersey City, New Jersey; 10
George R. Chetwood, of Elizabeth, New Jersey; and
Martin A. Howell, of New Brunswick, New Jersey.

And your orators further show, that the aforesaid members of the separate boards of directors of the United Companies—twenty-seven in number—constitute the joint board of directors of said United Companies, under the aforesaid article of agreement consolidating and uniting their respective interests; that, on the nineteenth day of May last, the said members convened in joint meeting at the city of Trenton, in this State, and, being there assembled as a joint board of said United Companies, 20 for the purpose of transacting such business as properly appertained to such joint board, and being organized as such for the transaction of business, a certain writing, without date as to month and day of month, but with blanks left for the insertion of such date, in form an unexecuted indenture of lease, having been previously prepared for the purpose, was submitted for the consideration and approval of said joint board, and, if approved of, then, by the direction of said board, of being subsequently executed by the several parties therein named; that the parties of the first part, named in said 30 indenture, are the aforesaid three corporations of this State, constituting the said United Companies, viz.: The Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, together with a certain other railroad corporation of the State of Pennsylvania, called therein the Philadelphia and Trenton Railroad Company, which four corporations are, in said indenture, denominated the lessors; and that the party of the second part named

in said indenture, and therein called the lessee, is a certain other railroad corporation of the State of Pennsylvania, called the Pennsylvania Railroad Company; that the object and general import of said indenture was, and is, to grant and demise, by the said lessors, all the aforesaid canal, feeder and railroad of the said United Companies, with all their appendages, equip-
10 ments, and all the other property, real and personal, hereinabove mentioned and referred to, and all their corporate powers, franchises and privileges, with all and singular their appurtenances, together with a certain other railroad therein stated to be owned by the said Philadelphia and Trenton Railroad Company, extending from some point within the city of Philadelphia, in the State of Pennsylvania, to the Delaware river, opposite the city of Trenton, with its franchises, appendages, property and appurtenances, for the term of nine hundred and ninety-nine years: yielding and paying therefor, in equal quar-
20 terly payments, the yearly rent of one million, nine hundred and forty-eight thousand, five hundred dollars; that sum being therein stated to be ten per cent. on the aggregate capitals of the aforesaid four corporations constituting the said lessors; with certain reservations, covenants, agreements, conditions and limitations therein particularly mentioned and set forth; as by reference to said unexecuted indenture will more fully and at large appear; a copy of which, your orators, for greater certainty, annex to this bill, and pray that it may be deemed and considered a part thereof, as fully as if the same were herein
30 incorporated word for word.

And your orators further show, that upon the reading and consideration of said indenture, two resolutions, of which the following are a copy, were presented to said board, and, by a vote of the majority of said members, adopted, viz.:—

"1. *Resolved*, That the directors of the United Companies, viz.: the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, corporations of the State of New Jersey, do hereby declare that it does to them seem ex-

pedient to lease the property and franchises of the said United Companies, and each of them, to the Pennsylvania Railroad Company, on the terms and conditions set forth in the instrument of lease this day read to the board.

"2. *Resolved*, That Samuel Welsh, A. L. Dennis, R. F. Stockton, John G. Stevens, Cambridge Livingston, and the general president, be a committee, with power to submit the said lease to the stockders of the United Companies, and obtain their consent, in writing, in proper form, and to do all things necessary and proper to consummate the negotiation therefor; and, in case two-thirds in interest of the stockholders in said companies consent thereto, that the officers of the respective companies do execute said lease, and attach the proper corporate seals of said companies thereto, and deliver the same, when instructed so to do by this Board." 10

as by reference to said resolutions, in the minutes of said board, will appear, and to which your orators, for greater certainty, pray leave to refer.

And your orators further show, that the "instrument of lease," stated in the first of said resolutions to have been read to said board, and which, by the passage of that resolution, was approved of and adopted by said board, was the aforesaid unexecuted indenture, a copy of which is annexed to this bill; and the six persons who, by the passage of the second of said resolutions, were appointed a committee to obtain the consent of the two-thirds in interest of the stockholders of said United Companies to said indenture, and have the same executed, as directed by said resolution, were six of the aforesaid members of said board, viz.: Samuel Welsh, Alfred L. Dennis, Robert F. Stockton, John G. Stevens, Cambridge Livingston, and Ashbel Welch, who then was, and still is, the general president of said board. 20 30

And your orators further show, that most of the members of said committee, ever since their said appointment, have been, and now are, actively engaged, by themselves and others in their employ, in obtaining the consent of the stockholders of said United Companies; and, as your orators are advised and believe, have already obtained the consent of a very considerable number of them; and your orators believe and charge that it is their intention to persevere in their efforts until they shall

obtain the consent of two-thirds of said stockholders, and then procure the execution of said indenture by the said United Companies, respectively; and that it is the intention of a majority of the members of said joint board, at the earliest time practicable, to have the said indenture executed and delivered; and your orators believe and charge that the said committee, and a majority
10 of said board, will carry their said intentions into complete execution, and that the officers of said companies will seal and deliver said lease, unless they and said United Companies shall be restrained therefrom by this honorable court.

And your orators further show, that the said Pennsylvania Railroad Company is a railroad corporation, created by and under the laws of the State of Pennsylvania, and exists only under and by virtue of the laws of that State, from which it derives its powers and franchises, whatever they may be; and that, as your orators respectfully submit, it is incapable of ex-
20 isting, living or being in this State, except only by sufferance and permission, based on an assumed comity of friendly nations; and your orators, therefore, respectfully submit and charge, that it has not, and cannot have, the right or power to become the lessee of the aforesaid properties, powers, franchises and privileges of the said United Companies, as contemplated by said indenture, for the term therein stated, or of any of those properties, powers, franchises and privileges, for any lesser or greater term; that it is without such right or power; that, as such foreign corporation, it is incompetent and incapable of taking,
30 having, holding or using said properties in this State, and of exercising those powers, franchises and privileges in this State, or any of them; and that it is, also, incompetent and incapable of discharging the numerous, multiplied, delicate and important trusts, duties, obligations and other liabilities which, by the laws of this State, have been and are imposed on the said United Companies, and each of them; and from which trusts, duties, obligations and other liabilities these companies, on their part, are alike incapable of either discharging themselves, or of transferring them to others.

And your orators further show, that the said joint board of the United Companies, or the members thereof who voted for the making of this said indenture of lease to the said Pennsylvania Railroad Company, claim and pretend to derive, and have their power for so doing, from the aforesaid recited act of the Legislature of this State, entitled "An act to enable the United Railway and Canal Companies to consolidate their stock, 10 and to consolidate or connect with other companies," approved the seventeenth day of March, eighteen hundred and seventy; and, so far as your orators know and believe, that act is the only act of the Legislature of this State from which they claim, or pretend to derive, or have such power.

And your orators further show, that although your orators deny the validity and constitutionality of said act, yet, admitting its constitutionality and validity, your orators respectfully submit that it confers no power on said United Cmpanies, either jointly or severally, to make the said indenture of lease to the 20 said Pennsylvania Railroad Company; or by such indenture, or any other agreement, contract or arrangement, to grant, demise, or in anywise assign or transfer the said properties, franchises, powers and privileges to the said Pennsylvania Railroad Company; that the powers conferred by that act on the said United Companies, to consolidate and enter into agreements, contracts, leases, and other arrangements with other railroad and canal corporations, is confined to other railroad and canal corporations of this State, with which the said United Companies are identified in interest; or whose works form, with the works of said 30 United Companies, continuous or connected lines; and not with any railroad or canal company of another State, or not identified in interest with said United Companies, or whose works do not form, with those of said United Companies, continuous or connected lines.

And your orators further show and expressly charge, that the said Pennsylvania Railroad Company is not a railroad or canal corporation of this State; that it is not identified in interest with the said United Companies, or any or either of them; and

that its works do not form a continuous or connected line with the works of said United Companies, or any or either of them, according to the true intent and meaning of said act; on the contrary, that the said Pennsylvania Railroad Company is a corporation of the State of Pennsylvania; that its interests, instead of being identified with those of the said United Companies, 10 are hostile to them, and that the said contemplated lease is intended to assuage that hostility, and to *create* an identity of interest; and that its works, instead of being continuous or connected, are detached and separated from those of the said United Companies, as follows, viz.: either by the bridge of the Trenton Delaware Bridge Company, the railroad of the Philadelphia and Trenton Railroad Company, and the railroad of the Connecting Railway Company, which extend, consecutively, from the most westerly terminus of the said United Companies' works, at Trenton, in this State, across the Delaware river 20 at Trenton, and thence, in the State of Pennsylvania, to Mantua, in that State, a distance of about thirty-one miles; or else, by the open Delaware river, opposite the city of Camden, in this State, and the densely-populated city of Philadelphia, in the State of Pennsylvania, a distance of about three miles.

And your orators further show, that there are not in the aforesaid charters of said United Companies, or in either of them, or in any of the said supplementary or other acts relating thereto, any reservations of power to the Legislature of this State, to repeal, alter, or suspend said charters, or either of them, in the 30 discretion of said Legislature, or without the consent of said companies or their stockholders; that each of said charters was granted to said companies, respectively, prior to the enactment of the general act of this State concerning corporations, approved on the fourteenth day of February, eighteen hundred and forty-six, enacting, in substance, that every corporation which should thereafter be granted by the Legislature should be subject to alteration, suspension and repeal, in the discretion of the Legislature; and your orators, therefore, respectfully submit, that neither of said charters can be repealed, or mate-

rially altered, by the Legislature, without the consent of said companies and their stockholders; nor can any act, which in itself repeals or materially alters, or which authorizes a repeal or material alteration of said charters, be or become a law, as to said companies, until accepted by them, or so acted upon or acquiesced in by them as to be tantamount to such acceptance; and that the granting of said charters constituted a contract 10 between the State and those companies, respectively, to the effect that no such repeal or alteration should be made without such consent; and constituted, also, a contract between those companies and their respective stockholders, to the effect that the management of the affairs of those companies, respectively, should continue, in substance, as provided for in their charters; and that no act should be done by said companies, or the directors and other officers managing and conducting their affairs, which should, directly or indirectly, change, materially, the organic provisions in their charters, or should take from those 20 stockholders, in whole or in part, the control of those companies, in the manner provided for in their respective charters; and that those contracts, and any others expressed or implied in those charters, are protected from being impaired, directly or indirectly, by the Legislature, both by the Constitution of the United States and of this State.

And your orators further show, that they are advised by counsel and believe, and therefore respectfully submit and charge, that the said act of the Legislature of this State—on which a majority of the members of the said joint board of the 30 United Companies rely for their right and power to make said indenture of lease, as aforesaid—if it can, or ought to be construed to authorize or justify the making of such a lease to the said Pennsylvania Railroad Company, by the said United Companies, either by themselves or in connection with the said Philadelphia and Trenton Railroad Company, is invalid, unconstitutional and void; and that it is, therefore, insufficient to authorize or justify the making of said lease for the following, among other reasons, viz.:—

First.—Because the said canal and feeder and said railroads of the said United Companies are public highways of and within this State, and that it is not competent for the Legislature of this State, directly or indirectly, to assign or transfer, or authorize to be assigned or transferred, the highways, or the control of the highways of this State, to a foreign corporation.

10 *Second.*—Because it is not competent for the Legislature of this State to authorize the said United Companies, either in their joint or several capacity, or otherwise, to make or execute the said indenture of lease, or any lease of like import, to the said Pennsylvania Railroad Company, and to deliver the demised property to that company.

Third.—Because it is not competent for the said Pennsylvania Railroad Company to take, hold or receive the properties demised or intended to be demised by said indenture to it; or to perform, execute or discharge the duties, trusts, obligations, 20 contracts and other liabilities of the said United Companies, which constitute the greater part of the consideration for the making of said indenture.

Fourth.—Because the making of such lease and delivery of the demised property—if possible to do so to a corporation incapable of being in this State—would be a virtual dissolution or extinguishment of the said United Companies, and the substitution of the said Pennsylvania Railroad Company in their stead, to take all their property and perform and execute all their powers, and discharge all their duties, trusts, obligations, 30 contracts and other liabilities, without the consent of their stockholders and others to whom they are bound, and without making or providing for the making of just compensation to those stockholders and others, whose property would thereby necessarily be taken, endangered, destroyed, or injured.

Fifth.—Because the said United Companies are the trustees of their respective stockholders, to whom they have voluntarily confided the custody, care and management of their property; and that the making of such a lease, and the delivery of the demised property to the said Pennsylvania Railroad Company,

for the term mentioned in said lease, would be a substitution of that company, as trustee, in the place of said United Companies, and the taking of their property from their confidential agent and giving it to another, without their consent and without just compensation, for no public use, either in or out of this State; and would be an impairing of the incidental contracts between this State and those corporations, and between them and their stockholders, in violation of the Constitution of the United States and of this State.

Sixth.—Because the only provision made in said act for compensating the dissatisfied stockholders for the taking of their stock is, that its value shall be assessed as of the time immediately before the taking; but that the assessment thereof shall not be made, and compensation paid, until *after* the taking, while the constitution of this State expressly requires compensation to be "*first made.*"

Seventh.—Because the said act requires the dissatisfied stockholders to give up their stock to their own trustees, the United Companies, to take, either for the use of said companies, or else for the use of the said Pennsylvania Railroad Company; and that such is not a "public use" in this State or out of it.

Eighth.—Because the said act, by requiring the dissatisfied stockholders to give up their stock to the United Companies, in order to enable them to carry into execution any agreement, contract, lease, or other arrangement which they may deem it expedient to make with any other of the companies mentioned in the first section of said act, thereby delegates, or attempts to delegate, to said United Companies, the right to decide what constitutes a "public use," sufficient to justify the taking of private property; which right can only be exercised, directly, by the Legislature itself; and

Ninth.—Because the charter of each of said United Companies commits the direct management of their affairs to a board of directors, to be chosen annually by their respective stockholders; and neither of those charters is liable to be repealed, or materially altered, without the consent of the company whose charter

is sought to be repealed or altered, and of all the stockholders thereof; yet, if the act in question, as claimed, authorize the execution of the lease in question, it enables the joint board of directors of the said United Companies to transfer the management of their affairs to a foreign corporation, over which they have no control, for nine hundred and ninety-nine years; and
10 yet, also, this act, which thus indirectly destroys those charters, by transferring the possession and management of their stockholders' property to an alien corporation, has never been, in anywise, accepted, or submitted for acceptance, to either of said companies or their stockholders.

And your orators further show, that the making of the said lease and delivery of the demised property over to the said Pennsylvania Railroad Company, would be a great and irreparable injury to your orators, for which the law afford no adequate remedy, and from which, as your orators submit, they
20 should be protected by the restraining power of this court.

And your orators further show, that they have authentic copies of all the aforesaid acts of the Legislature, ready to be produced, not only in verification of the aforesaid statements concerning them, but also of all other their contents and provisions; and your orators pray that the said authenticated copies of said acts may be deemed and considered as annexed to this bill, and as a part thereof, the same being much to voluminous to be actually attached hereto.

And your orators further show, that they, or some of them,
30 have frequently and in a friendly manner applied to said United Companies, to wit; the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, and to the said Robert F. Stockton, John G. Stevens, John M. Read, Moses Taylor, John Jacob Astor, Richard S. Conover, William W. Shippen, Albert W. Markley, George M. Dorrance, David B. Gill, William H. Gatzmer, Samuel Welsh, Charles Macalister, Benjamin Fish, William G. Cook, Cambridge Livingston, Ashbel Welch, George Richards, Alfred L. Dennis,

Nehemiah Perry, Hamilton Fish, Ferdinand Suydam, Henry R. Remsen, Dudley S. Gregory, Isaac W. Scudder, George R. Chetwood and Martin A. Howell, the defendants to this bill, or to some of them, and have endeavored to persuade them to desist in their unlawful and unjust intentions and efforts to have the aforesaid lease made to the said Pennsylvania Railroad Company, and whom, besides the said United Companies, your 10 orators make defendants to this bill—the stockholders of said companies, and of each of them, other than your orators and the individual defendants above named, being generally unknown to your orators, numbering several thousand, and far too numerous to be made parties hereto: and your orators well hoped that they would have complied with such reasonable request.

But now so it is, may it please your Honor, that the said defendants, combining and confederating with other persons at present unknown to your orators, but whose names, when discovered, your orators pray may be inserted in this their bill, 20 with apt and proper words to charge them as defendants, not only refuse to comply with such reasonable requests, but pretend and insist that said United Companies have full power and authority to make and execute said lease, and that they should and ought to do so; whereas your orators expressly charge that the contrary thereof is true.

All which actings and doings of the said defendants are contrary to equity and good conscience, and tend to the manifest wrong and injury of your orators: *In tender consideration whereof*, and forasmuch as your orators are without adequate 30 remedy in the premises by the strict rules of the common law, and without the aid of this honorable court, where matters of this sort are properly cognizable and relievable; and,

To the end therefore, that the said defendants and their confederates, when discovered, may, upon their several and respective oaths or affirmations, or other proper authentication, full, true, perfect and distinct answer make to all and every the matters aforesaid, and that as fully as if the same were here again repeated, and they thereto particularly interrogated, para-

graph by paragraph; and that they, and each of them, may be restrained from all further proceedings towards the execution of the aforesaid indenture of lease, or making or entering into any other agreement for the consolidation of the capital stocks or business of the said United Companies, or any or either of them, with the said Pennsylvania Railroad Company; and from
10 all further proceedings, in anywise, to grant, demise or lease the aforesaid canal, feeder or railroads, or their or either of their appendages and equipments, powers, franchises or privileges, to the said Pennsylvania Railroad Company; and that your orators may have such further and other relief, in the premises, as the nature of the case may require, and as may be agreeable to equity and good conscience.

May it please your Honor, the premises considered, to grant unto your orators, not only the State's writ of injunction, issuing out of and under the seal of this honorable court, to be directed
20 to the said the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, the New Jersey Railroad and Transportation Company, and to the said Robert F. Stockton, John G. Stevens, John M. Read, Moses Taylor, John Jacob Astor, Richard S. Conover, William W. Shippen, Albert W. Markley, George M. Dorrance, David B. Gill, William H. Gatzmer, Samuel Welsh, Charles Macalister, Benjamin Fish, William G. Cook, Cambridge Livingston, Ashbel Welch, George Richards, Alfred L. Dennis, Nehemiah Perry, Hamilton Fish, Ferdinand Suydam, Henry R. Remsen,
30 Dudley S. Gregory, Isaac W. Scudder, George R. Chetwood and Martin A. Howell, who are the directors of the said United Companies, and as such members of their said joint board, requiring and restraining them, and each and every one of them, absolutely and entirely to desist and refrain from executing, or procuring to be executed, a certain writing, called an instrument or indenture of lease, which, at a meeting of the said joint board of the directors of the said United Companies, at the city of Trenton, on the nineteenth day of May last, was read to said joint board, and by it adopted as a proper form of lease

to be made by the said United Companies, to the Pennsylvania Railroad Company, and by said joint board referred to a committee of their members to take the required steps for execution, by each of said United Companies; and also, to desist and refrain from making or executing any other agreement, contract, lease or other arrangement to consolidate the capital stocks, or business of the said United Companies, or either of them, with the capital stock of the said Pennsylvania Railroad Company, or to grant, demise, or lease the works of the said United Companies, or either of them, or their or any of their powers, franchises or privileges, to the said Pennsylvania Railroad Company, for the term of nine hundred and ninety-nine years, or for any greater or lesser term: but also the State's writ of subpœna, to be directed to the said the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, the New Jersey Railroad and Transportation Company, Robert F. Stockton, Joseph G. Stevens, John M. Read, Moses Taylor, John Jacob Astor, Richard S. Conover, William W. Shippen, Albert W. Markley, George M. Dorrance, David B. Gill, William H. Gatzmer, Samuel Welsh, Charles Macalister, Benjamin Fish, William G. Cook, Cambridge Livingston, Ashbel Welch, George Richards, Alfred L. Dennis, Nehemiah Perry, Hamilton Fish, Ferdinand Suydam, Henry R. Remsen, Dudley S. Gregory, Isaac W. Scudder, George R. Chetwood and Martin A. Howell, therein and thereby commanding them, and each and every of them, at a certain day and under a certain penalty, therein to be expressed, to be and appear before your Honor in this honorable court, then and there to answer the premises and to stand, to abide by and perform such decree as to your Honor shall seem meet and agreeable to equity and good conscience. And your orators, as in duty bound, will ever pray, &c.

A. BROWNING,
Sol. for, and of Counsel with the Complainants.

State of New Jersey, }
Mercer County, } ss.

Henry H. Longstreet, one of the complainants mentioned in the above bill of complaint, being of full age, maketh oath and saith, that the facts, matters and things set forth and contained in said bill of complaint, so far as they relate to the acts
10 and deeds of this deponent, are true; and that, so far as they relate to the acts and deeds of others, he, this deponent, believes them to be true: and especially is it true that this deponent now owns and holds one hundred and forty-two shares of stock in the Delaware and Raritan Canal Company, and eighty-nine shares of stock in the Camden and Amboy Railroad and Transportation Company; and that he, this deponent, has been a stockholder and owned and held stock in said companies for and during the last fifteen or twenty years; that this deponent never has, in any way, assented to the act of the Legislature of
20 this State, entitled "An act to enable the United Railway and Canal Companies to consolidate their stock, and to consolidate or connect with other companies," approved on the seventeenth day of March, eighteen hundred and seventy; but is now, and has been, opposed to the same; that, so far as this deponent knows and believes, the said act has never been presented to the board of directors of either of the said companies for acceptance, nor accepted by either of said boards, or by the stockholders of said companies, or either of them; that this deponent is opposed, and always has been opposed, to the United Com-
30 panies mentioned in said act, leasing their works to the Pennsylvania Railroad Company, since that question has been agitated, or to any other company; believing that they have no legal right or power so to do; and if they have, that sound policy and justice requires that it should not be done. And this deponent further says that he is, for this purpose, the agent of Jonathan Longstreet, one other of the complainants mentioned in said bill of complaint, and knows that he is now, and for more than five years last past has been, a stockholder in said companies; and that he now owns and holds fifteen shares of

stock in the said canal company, and ten shares of stock in said railroad company; and that he never has assented to the above-mentioned act, approved on the seventeenth day of March, eighteen hundred and seventy; and is opposed to the said proposed lease to the Pennsylvania Railroad Company.

H. H. LONGSTREET. 10

Sworn and subscribed at Trenton, this twentieth day of June, A. D. 1871, before me, one of the Masters of the Court of Chancery of New Jersey.

THEO. LITTLE, *M. C. C.*

STATE OF NEW JERSEY, }
MERCER COUNTY, } *ss.*

Henry D. Johnson, of Princeton, in said county, being of 20 full age, maketh oath and saith, that he is one of the complainants mentioned in the above bill of complaint; that the facts, statements, matters and things stated in said bill, so far as they relate to the acts and deeds of this deponent, are true, and so far as they relate to any other person or persons, he, this deponent, believes them to be true; and especially is it true that this deponent is now, and has been, a stockholder in the canal company, and in the Camden and Amboy Railroad Company, mentioned in said bill, for about thirty years; and now holds and owns fifteen shares of stock of said canal company, 30 and five shares in said railroad company, and has done so, except three of those shares, for more than five years last past; that this deponent never has, in any way, assented to the act of eighteen hundred and seventy, mentioned in said bill, but has opposed it, ever since having any information about it; and has insisted that it is invalid; and has opposed the talked-of, agitated proposition to lease the works of those companies, and those of the New Jersey Company, to the Pennsylvania Railroad Company, as stated in said lease, or in any other way,

or to any other company; and this deponent, of his own knowledge, knows, that active efforts are now being made to obtain the assent of two-thirds, in interest, of the stockholders to consent to the lease mentioned in said bill; and he believes and fears they will do so, and procure said lease to be executed, unless enjoined.

10 HENRY D. JOHNSON.

Sworn and subscribed to at Trenton, this twenty-first day of June, A. D. 1871, before me, one of the Masters in Chancery of New Jersey.

EDW. T. GREEN, *M. C. C.*

STATE OF NEW JERSEY, }
20 MERCER COUNTY, } *ss.*

Samuel C. Forker, being duly sworn according to law, on his oath saith, that he is the Samuel C. Forker mentioned as one of the complainants in the foregoing bill of complaint; that the matters and things set forth in said bill, so far as they relate to the acts and deeds of this deponent, are true, and so far as they relate to the acts and deeds of others, this deponent believes them to be true; that this deponent is the owner of five shares of the stock of the said "The Delaware and Raritan Canal Company," and of fifteen shares of the stock of "The
30 Camden and Amboy Railroad and Transportation Company;" that the whole number of the shares of the stock of said companies is about fifty-eight thousand each; that deponent has been the owner of said five and fifteen shares for at least ten years past; and deponent, during the time last mentioned, has been the owner of other and additional shares of said stocks; that he purchased the said shares about ten years ago, for a valuable consideration paid by him, in full faith and reliance that the franchises and properties held by the said corporations, and all they should afterwards acquire, should be exercised and

used in accordance with the terms of the charters of said companies, respectively, and the supplements thereto, which he had assented to; and that only such modification of the charters and supplements aforesaid would or could be legally made as he should in the future assent to; that he would not have purchased the said stock except upon his entire confidence that the said franchises and properties would be devoted entirely to the purposes set forth in the said charters and their supplements, unless he gave his own personal consent to any diversion thereof; that he never assented to the grant to any or all of the New Jersey corporate defendants in the foregoing bill, or any of the powers purported to be granted to them in and by the act of the Legislature of the State of New Jersey, approved March 17, 1870, in the bill set forth; and has, at all times, since he heard of the said act, repudiated the same, and denied, and now denies, the right of the Legislature to grant the powers therein and thereby purported to be granted; and of the said companies, or any of them, or any of the officers thereof, or any one else, to exercise such powers; that this deponent has received, from time to time, and every half year, since he held said stock, from said corporations, on an average, about five per cent. dividends, besides extra dividends; that the said companies have earned, by exercising their franchises, on an average, about twelve per cent. per annum on their capital stock; that said capital stock of said three corporations, the Camden and Amboy, the Delaware and Raritan Canal, and the New Jersey Railroad Companies, is nearly nineteen millions of dollars; that the value of the property of the said three companies, exclusive of the franchises, is about fifty millions of dollars; that deponent believes that, if properly managed, with the assets and credit of the said companies, the said companies can and would earn from twelve to fifteen per cent. at least on their capital stock, which could be divided as profits among the stockholders for a series of years hereafter; that the said United Companies are proceeding, with all possible dispatch, to procure the assent of two-thirds of the stockholders of the same, with a view of promptly executing a

lease of all the franchises and properties of said United Companies, and of handing the same over to the "Pennsylvania Railroad Company;" this deponent, in one instance, having been present at an application, made in behalf of the said United Companies, to a stockholder, who is the owner of about four hundred shares in one or more of said companies, for an assent
10 to said lease, and saw the assent to such lease signed by such stockholder; and that a like application was made to this deponent, by the same person who made the other, to assent to such lease, as a trustee and holder of about one thousand shares of stock of said United Companies, but refused to give his assent as such trustee; that said one thousand shares are different from the said shares so stated to be owned by this deponent; that deponent has, on many occasions, remonstrated with several of the directors of the said joint board, and has requested them not to make such lease; but a large majority of said joint board
20 is in favor of the making of such lease, and give out that they intend to make the same; that this deponent was present at the last meeting of the stockholders of the Delaware and Raritan Canal Company, in May last, when a resolution was passed requesting the joint boards to print the proposed lease and circulate it among the stockholders, and give notice of a meeting of stockholders where such lease might be considered; that such request of said stockholders has been entirely disregarded, and no copy of the lease has ever been distributed among the stockholders, nor any meeting of the stockholders been called; that deponent has re-
30 peatedly seen a printed document, circulated, as he believes, and signed by the committee of the joint board, setting forth that a lease of the effect in the bill mentioned has been laid before the joint board and adopted by it; and that the same should be executed by the officers, when so instructed by said joint board; that deponent has attentively considered every suggestion made in favor of the said lease, by those urging the making of the same, and this deponent declares it to be his deliberate judgment that the making of the same will be a practical giving away of his stock, and a destruction thereof; that this deponent

believes that, unless restrained by the order or injunction of the Court of Chancery, said lease will be made, and that promptly, notwithstanding the said joint board is well aware that this deponent, and many other stockholders, are entirely opposed to the making of the same, and in entire disregard of his right and interest as such stockholder; that the said Pennsylvania Railroad Company is not identified in interest with the said United 10 Companies of the State of New Jersey, or any or either of them; and that its works do not form a continuous or connected line with the works of the said United Companies, or any or either of them; and that the said works of the said Pennsylvania Railroad Company are detached and separated from the works of the said United Companies, either by the works of the Trenton Delaware Bridge Company, the Philadelphia and Trenton Railroad Company, and the Connecting Railroad Company, extending from the city of Trenton, in this State, across the Delaware river at Trenton, and then in the State of Pennsylvania, from 20 said Trenton Delaware Bridge, at Morrisville, to Mantua, in that State—a distance of about thirty-one miles; or else by the open Delaware river, opposite the city of Camden, in this State, and the city of Philadelphia, in the State of Pennsylvania—a distance of about three miles.

S. C. FORKER.

Sworn and subscribed at the county aforesaid, this twenty-second day of June, A. D. 1871, before me.

DAVID A. DEPUE, 30
Justice Supreme Ct.

STATE OF NEW JERSEY, }
MERCER COUNTY, } *ss.*

Charles Bartles, John C. Hopewell, Judiah Higgins, Joseph H. Higgins and Avery Parker, of the County of Hunterdon, in the State of New Jersey, being each of full age, make oath and say, that they are each owners and stockholders of the Delaware and Raritan Canal Company and the Camden and

Amboy Railroad and Transportation Company, and have been for five years and upwards, as follows, that is to say: that this deponent, Charles Bartles, now holds and owns one hundred and sixty-one shares of stock in the said Delaware and Raritan Canal Company, and forty-one shares of stock in the said Camden and Amboy Railroad and Transportation Company, 10 and has been a stockholder in one or both of said companies for about twenty years; that this deponent, Judiah Higgins, now holds and owns one hundred and five shares of stock in said canal company, and sixty-five shares of stock in said railroad company, and has been a stockholder in one or both of said companies for about fifteen years; that this deponent, Joseph H. Higgins, now holds and owns ninety-three shares of stock in said canal company, and fifty-nine shares of stock in said railroad company, and has been a stockholder in one or both of said companies for about twelve years; that this depo- 20 nent, John C. Hopewell, now holds and owns ten shares of stock in said canal company, and sixty-two shares of stock in said railroad company, and has been a stockholder in one or both of said companies for about eight years; that this deponent, Avery Parker, now holds and owns forty-six shares of stock in said canal company, and fourteen shares of stock in said railroad company, and has been a stockholder in one or both of said companies for about eighteen years; and this deponent, Charles Bartles, further saith, that he is, for this purpose, the agent of John H. Capner, one of the complainants mentioned 30 in said bill, but now absent; that the said John H. Capner now holds and owns forty-six shares of stock in said canal company, and forty-nine shares of stock in said railroad company, and has been a stockholder in one or both of said companies for ten years and upwards; and these deponents further say, that they have each been stockholders in said companies for five years last past and upwards, and are complainants in the above bill of complaint; that said bill of complaint, and all the statements, facts and things therein stated, so far as they relate to the acts and deeds of these deponents,

or either of them, are true, and so far as they relate to the acts and deeds of any other person or persons, they, these deponents, and each of them, believe them to be true; and these deponents further say, that they have not, nor has either of them, at any time consented to the act of the Legislature of this State, entitled "An act to enable the United Railway and Canal Companies to consolidate their stock, and to consolidate or connect with other companies," approved on the seventeenth day of March, eighteen hundred and seventy, and mentioned in said bill of complaint; but, ever since learning of the passage thereof, have been opposed to it, and resisted any action under it; and, especially, have they been, and are, opposed to the aforesaid United Companies, or any of them, leasing their works and franchises to the Pennsylvania Railroad Company, as stated in said bill of complaint, or in any other way, as well on the ground that it is, and would be, against sound policy, as that they have no power so to do; and that to the best of these deponents' knowledge and belief, the said act has never, in any way, been assented to by either of said United Companies, or the stockholders thereof; and these deponents further say, that they are acquainted with the westerly terminations of the works of said companies, and know that they do not connect or form a continuous line with the works of the Pennsylvania Railroad, mentioned in said lease; and, so far as these deponents know and believe, the said United Companies are not identified in interest with said Pennsylvania Railroad Company.

C. BARTLES,
JUDIAH HIGGINS,
JOSEPH H. HIGGINS,
JOHN C. HOPEWELL,
AVERY PARKER.

Sworn and subscribed at Trenton, this 22d day of June, A.D. 1871, before me, one of the Masters in Chancery of New Jersey.

JAMES S. AITKIN,
Master in Chancery.

State of New Jersey, }
Mercer County, } ss.

Ira C. Voorhees and Lewis Stout, two of the complainants in the above bill of complaint mentioned, being of full age, make oath and say, that the statements, matters and things set forth and contained in said bill of complaint are true, so far
10 as they relate to their or either of their own acts and deeds; and that, so far as they relate to the acts and deeds of any other person or persons, they believe them to be true; and, especially is it true that this deponent, Ira C. Voorhees, now holds and owns one hundred and ninety-seven shares of stock in the Delaware and Raritan Canal Company, and two hundred and eighty shares of stock in the Camden and Amboy Railroad and Transportation Company—said companies being two of the defendants mentioned in said bill: and that he, said Ira C. Voorhees, has held and owned said stock for five years and
20 upwards, and been a stockholder in said companies twenty years and upwards; and that this defendant, Lewis Stout, now holds and owns sixty shares of stock in said canal company, and fifty-five shares of stock in the said railroad company, and fifteen shares of stock in the New Jersey Railroad and Transportation Company, the other of the corporate defendants mentioned in said bill, and has held and owned said stock for five years and upwards; that it is also true that neither of these deponents has ever consented, in any way, to the act of eighteen hundred and seventy, recited at length in said bill, which,
30 so far as these deponents know and believe, has never been accepted by either of said corporate defendants; and that these deponents are each opposed to the leasing, in any way, of the works of said corporate defendants.

IRA C. VOORHEES,
LEWIS STOUT.

Sworn and subscribed at Trenton, this 22d day of June, A. D. 1871, before me, a Master in Chancery of New Jersey.

ALFRED HUGG.

State of New Jersey, }
Burlington County, } ss.

Thomas Robb and David Harmer, two of the complainants mentioned in the above bill of complaint, being of full age, and duly sworn, and Samuel Rogers, Jacob M. Douglass, Caleb R. Smith and William R. Vandegrift, four other of said complainants, being also of full age, and each alleging himself to be conscientiously scrupulous of taking an oath, and being duly affirmed, they, the said Thomas, David, Samuel, Jacob, Caleb and William, respectively, on their said oaths and affirmations, say that they are, and, for more than five years last past have been, stockholders in the United Companies mentioned in said bill, or some or one of them, as follows, to wit: that this deponent, Thomas Robb, now holds and owns two hundred and eleven shares of stock in the Delaware and Raritan Canal Company, and two hundred and eighty-nine shares of stock in the Camden and Amboy Railroad and Transportation Company, and has been a stockholder to the amount of most of said stock for twenty years last past; that this deponent, David Harmer, now holds and owns fifty-eight shares of stock in said canal company, and thirty-one shares in said railroad company, and has been a stockholder, as to most of said stock, for about fourteen years; that this affirmant, Samuel Rogers, now holds and owns twenty shares of stock in said canal company, and fifty shares of stock in said railroad company, and has so held and owned part of said stock for about thirty years; that this affirmant, Jacob M. Douglass, now holds fifty-eight shares of stock in said canal and railroad companies, and has been such stockholder for twenty years and upwards; but in what portions the said stock is divided in said companies he is unable to state, having recently disposed of a considerable amount of his stock, and has no memorandum from which he can tell the particulars of what remains; that this affirmant, Caleb R. Smith, now holds and owns ninety-three shares of stock in said canal company, and forty shares of stock in said railroad company, and has so held most of said stock some

seven or eight years; that this affirmant, William R. Vandegrift, now holds and owns five shares of stock in one or the other, or both of said companies, but how much in either he is unable to state, having recently disposed of all his stock in said companies except five shares, and has no memorandum in which of the said companies the said five shares are.

10 And these deponents and affirmants further say, that they have never, in any way, consented to the act of the Legislature of this State, in the year eighteen hundred and seventy, recited at length in said bill; but are now, and always, since learning of its passage, have been opposed to it, and of any action under it; and that the statements, matters and things set forth in said bill, so far as they relate to the acts and deeds of these affirmants and deponents, or either of them, are true, and so far as they relate to other persons, they believe them to be true.

20

THOMAS ROBB,
DAVID HARMER,
SAMUEL ROGERS,
JACOB M. DOUGLASS,
CALEB R. SMITH,
WM. R. VANDEGRIFT.

Sworn, affirmed and subscribed, this 23d day of June, 1871, at Burlington, before me, one of the Masters in Chancery of New Jersey.

FRANKLIN WOOLMAN,

30 *Master in Chancery.*

STATE OF NEW JERSEY, }
MERCER COUNTY, } *ss.*

John Black, of the county of Burlington, and one of the complainants in the above bill of complaint mentioned, being of full age, and alleging himself to be conscientiously scrupulous of taking an oath, and Robert C. Hutchinson, of the county of Mercer, in said State, and also one of the complainants in

said bill mentioned, being duly sworn, they, the said John and Robert, on their said affirmation and oath, say that they are, and have been, for more than five years past, stockholders in the United Companies mentioned in said bill of complaint, or one of them, as hereinafter stated; that is to say, that this affirmant, John Black, now holds and owns eight hundred and fifteen shares of stock in the New Jersey Railroad and Transportation Company, one of said United Companies; that he acquired about the one-fifth part thereof, by subscription to its capital stock, in the year eighteen hundred and thirty-two, and the residue from time to time since that period; and this deponent, Robert C. Hutchinson, holds and owns eighty-seven shares of stock in the Delaware and Raritan Canal Company, and the Camden and Amboy Railroad and Transportation Company, but exactly what amount in either he is unable to state; and that he has held and owned said stock for some ten or fifteen years; and these affirmant and deponent further say, that they have never, in any way, assented to the act of the Legislature of this State, recited at length in said bill, passed in eighteen hundred and seventy; but have always, since learning of its passage, been opposed to it; and that the statements, matters and things set forth in said bill, so far as they relate to their own acts and deeds, are true, and so far as they relate to the acts and deeds of others, they believe them to be true.

JOHN BLACK,
ROBERT C. HUTCHINSON.

Affirmed, sworn and subscribed at Trenton, this 23d day of June, A. D. 1871, before me, one of the Masters in Chancery of New Jersey.

JAMES S. AITKEN, *M. C. C.*

STATE OF NEW JERSEY, }
CAMDEN COUNTY, } *ss.*

Thomas N. Adams, of the county of Burlington, in the State of New Jersey, being of full age, and alleging himself to be

conscientiously scrupulous of taking an oath, and being duly affirmed on his solemn affirmation, saith, that he is one of the complainants in the above bill of complaint mentioned; and that the statements, matters and things made, set forth and contained in the said bill, so far as they relate to his own acts and deeds, are true; and that, so far as they relate to the acts and deeds
10 of any other person or persons, he, this deponent, believes them to be true.

And this affirmant further saith, that especially is it true that this affirmant now holds and owns twenty-seven shares of stock in the Delaware and Raritan Canal Company, and sixty-six shares of stock in the Camden and Amboy Railroad and Transportation Company—two of the United Companies in the said bill of complaint mentioned—and has been the holder and owner of most of said stock for ten years and upwards; that this affirmant has never, in any way, assented to the act of the Legis-
20 lature of New Jersey, passed in the year eighteen hundred and seventy, and recited at length in said bill; but on the contrary, ever since learning of its passage, this affirmant has opposed it and all acts under it, and especially the execution of a lease of the property and franchises of the said United Companies to the Pennsylvania Railroad Company mentioned in said bill, believing the said act confers no such power, and that it would be unwise to so lease said property and franchises if it did; and that, so far as this affirmant knows and believes, the said act has never been accepted by either one of the said United
30 Companies, or by their respective stockholders.

T. N. ADAMS.

Affirmed and subscribed at Camden, this 23d day of June, A. D. 1871, before me, one of the Masters in Chancery of New Jersey.

BENJ. D. SHREVE, *M. C. C.*

COPY OF UNEXECUTED INDENTURE OF LEASE MENTIONED IN THE FOREGOING BILL.

THIS INDENTURE, Made this day of in the year eighteen hundred and seventy-one, between the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey Railroad and Transportation Company, commonly called the United Canal and Railroad Companies of New Jersey, corporations of the State of New Jersey aforesaid, and the Philadelphia and Trenton Railroad Company, a corporation of the State of Pennsylvania, parties of the first part, (hereinafter called the lessors,) for themselves, their successors and assigns, and the Pennsylvania Railroad Company, a corporation of the State of Pennsylvania, party of the second part, (hereinafter called the lessee,) for itself, its successors and assigns;

Whereas, The said lessors own a canal and railroads and other property, real and personal, that is to say, the Delaware and Raritan Canal Company own a canal, with its feeder and other appurtenances, which, crossing the State of New Jersey, connects the Delaware and Raritan rivers; the Camden and Amboy Railroad and Transportation Company own a railroad from the river Delaware, at Camden, to the Raritan bay, at South Amboy, in the said State of New Jersey, and also a steamboat line from the said South Amboy to the city of New York; and the Delaware and Raritan Canal Company and the Camden and Amboy Railroad and Transportation Company also jointly own a railroad from the city of New Brunswick, in the said State of New Jersey, to the river Delaware, at the city of Trenton, in the said State, together with various branches; the New Jersey Railroad and Transportation Company own a railroad from the Hudson river, at Jersey City, to and through New Brunswick, in the said State of New Jersey; and the Philadelphia and Trenton Railroad Company own a railroad from and within the city of Philadelphia, in the said State of Pennsylvania, to the

Delaware river, opposite to the said city of Trenton, all of which will more fully appear by reference to the surveys of said works hereto annexed, together with rolling and floating stock for the operation of said railroads and canal;

And Whereas, The said lessors own shares of stock, and estates and interests in other railroad companies, in horse or passenger railway companies, in railroad and other bridges, in ferry companies and ferries, in turnpike companies and turnpikes, in plank road companies and a plank road, as lessees, stockholders, creditors and otherwise, and also cash and bills receivable, and other property, real and personal, in the said cities heretofore named and elsewhere (a schedule of which, approximately correct, bearing even date herewith, has been executed, and is hereto annexed);

And Whereas, The said lessors are subject to certain debts, contracts, obligations and guarantees, (schedules whereof, approximately correct, bearing even date herewith, have been executed, and are hereto annexed,) and are also parties litigant in certain suits now depending, both at law and in equity;

And Whereas, It is expedient for the said United Companies that an agreement be entered into with the Pennsylvania Railroad Company aforesaid (with which company they are identified in interest, and whose works form with their own continuous or connected lines) for the connection or consolidation of business;

And Whereas, The works belonging to all the parties hereto can thereby be extended, improved and operated more profitably to the owners, and more advantageously to the public under one management;

And the said lessee has therefore agreed to lease the works, and all the property, real and personal, of the said lessors respectively, and to stand in their place and stead with reference to all the said contracts, debts, obligations, guarantees and suits at law and in equity;

Now this Indenture Witnesseth, That the said lessors, for and in consideration of the premises, and of the rents reserved, and

the covenants and agreements on the part and behalf of the said lessee, to be by it kept and performed as hereinafter mentioned, have granted, demised and to farm-let, and by these presents do grant, demise, and to farm-let unto the said lessee, all and singular their canals, bridges, railroads, with their appurtenances, and the floating-stock, rolling-stock, chattels and other property, real and personal, of whatsoever kind and wheresoever situate, 10 and all the franchises, rights and privileges of the said lessors thereto respectively belonging, or in anywise appertaining: *Provided always, nevertheless,* And it is hereby expressly understood and agreed, that nothing herein contained shall be deemed or taken in any manner to affect the right of corporate existence of each of the lessors parties hereto, or such powers and franchises of which the exercise may from time to time be necessary to protect the interest of their respective stockholders, according to the true intent and meaning of these presents:

To have and to hold the same unto the said lessee, for and 20 during the full end and term of nine hundred and ninety-nine years, yielding and paying therefor unto the said lessors yearly, and every year during the said term, the yearly rent or sum of one million nine hundred and forty-eight thousand five hundred dollars, lawful money of the United States, (the said rent being equal to ten dollars per share per annum upon the present aggregate outstanding capital stock of the said companies lessors, to wit, one hundred and ninety-four thousand eight hundred and fifty shares, which said aggregate number of shares does not include seven thousand six hundred and fifty shares of the Philadelphia 30 and Trenton Railroad Company owned by the Delaware and Raritan Canal Company and the Camden and Amboy Railroad and Transportation Company,) in equal quarter-yearly payments, on the first day of the months of July, October, January and April, in each and every year during the said term, the first and second quarterly payments thereof to be made together on the first day of July, A. D. 1871, free and clear of and from all taxes, charges and assessments whatsoever, now existing or hereafter to be imposed by lawful authority upon the said corpora-

tions lessors, their respective franchises and property, including all income tax of the United States, which said rent, when converted into dividends by the corporations lessors upon all the shares of their respective companies, [*excepting and excluding*, nevertheless, the said seven thousand six hundred and fifty shares of the Philadelphia and Trenton Railroad Company
10 owned by the Delaware and Raritan Canal Company and the Camden and Amboy Railroad and Transportation Company as aforesaid,] shall be paid at some convenient place in the said city of Philadelphia, to be designated from time to time by the lessee, and to such depositary of the lessors in the city of New York as may from time to time be designated by them or any of them, and also yielding and paying the additional rent hereinafter covenanted to be paid according to the provisions and stipulations hereinafter particularly set forth in the eighth article of these presents.

20 And the said lessee doth hereby covenant and agree, to and with the said lessors, and each of them, as follows:—

First.—The said lessee shall and will yearly, and in every year, during the said term, well and truly pay, or cause to be paid unto the said lessors, the said yearly rent above reserved, on the days and in the manner limited and prescribed as aforesaid, free and clear of and from all taxes, charges, impositions and assessments as is hereinbefore provided, and the said rent shall be so paid during the whole of the said term, notwithstand-
30 ing any future action of any of the corporations, parties hereto, or of any majority of the respective stockholders thereof, as to and concerning any other matter herein contained; and in order to secure the individual interest of each stockholder of the lessors in and to the said rent, the right is hereby given to each and every stockholder to prosecute such suits as may be necessary in the premises to recover his proportionate part thereof, using, if needful, the name of the corporation in which he is a stockholder, and this provision may, if desired, be indorsed upon the certificates of stock issued by the corporations lessors.

Second.—The said lessee shall and will pay, satisfy and discharge all assessments, taxes, charges, transit duties and impositions whatsoever, that shall or may be lawfully assessed, laid or imposed on the said lessors, or either of them, by any power or authority whatsoever during the said term, or on the franchises, property, earnings, traffic and business of the said demised premises, or arising in any way therefrom, or to which the said lessors, or either of them, would have been subject if this lease had not been made, and they had respectively remained in possession of the demised premises, and operated their respective works.

Third.—The said lessee shall defend all actions of every kind that may or shall be depending against the said lessors, or either of them, or that may hereafter arise during the said term, and pay all amounts that shall or may be recovered against the said lessors, or either of them, and shall also indemnify and save harmless the said lessors, and each and every of them, of and from all causes of action, legal and equitable, and claims and demands that have arisen, or shall or may arise against them, or either of them, or which shall or may arise against the said lessee, in the exercise of its powers under this lease, and during the continuance thereof.

Fourth.—The said lessee shall, at all times during the said term, at its own expense, maintain and operate the canal and railroads and works hereby demised as the said lessors, as the owners thereof or otherwise, are now or may be required by law to do, and shall keep up, maintain and operate the same as first-class works, in thorough repair, working order and condition, fully supplied with rolling and floating stock and equipment, at least equal to that now used and employed in operating the said works, using the best and most suitable materials for renewals of the same as renewals shall become from time to time necessary, so that the traffic and business of the said demised premises shall be encouraged and developed, and full public accommodation given on reasonable terms: *Provided, however*, That the lessee may sell or otherwise dispose of such

of the floating stock as, in its judgment, may not be necessary or required for the purposes hereof.

Fifth.—The said lessee shall keep up the sinking funds of the said lessors, so far as the latter are by law or contract bound to do, and shall moreover pay all the debts and obligations of the said lessors, or either of them, as they shall be-
10 come due.

Sixth.—The United Companies aforesaid, parties lessors hereto, shall, when and as their several loans shall respectively become due and payable, upon request, deliver to the said lessee a corresponding amount of the bonds secured by the indenture of mortgage of the said lessors upon the main lines of their respective works in New Jersey, bearing date the twentieth day of April, Anno Domini 1871, with which to pay off and extinguish the said loans respectively; and if the avails of the bonds so secured by the said mortgage shall be greater than
20 their par value, the excess shall inure to the benefit of the lessee; but if they shall be insufficient for the purpose the deficiency shall be made good by the lessee. The difference between the aggregate amount needed for the payment as aforesaid of the said several loans and the amount of bonds authorized to be issued by the terms of the said mortgage, shall be delivered to and as required by the lessee, to be applied only to permanent additional improvements upon the property hereby demised.

Seventh.—The title to all canals and railroads hereafter to be
30 acquired by the said lessee, to be worked and operated by it between Philadelphia and New York, and all new locations of the demised canal and railroads, with their improvements and appurtenances, shall be taken in the names of the said lessors, or some or one of them, that is to say, if in the said State of New Jersey and for railroad purposes, and in or north of the said city of New Brunswick, in the name of the New Jersey Railroad and Transportation Company; if for railroad purposes, and south of New Brunswick, aforesaid, in the name of the Camden and Amboy Railroad and Transportation Company;

if in the said State of Pennsylvania, in the name of the Philadelphia and Trenton Railroad Company; and if for canal purposes, in the name of the Delaware and Raritan Canal Company. All such railroads and canals so hereafter to be acquired shall be subject to this lease, as if the same had originally passed hereby, except that no additional rent shall be paid therefor to the said lessors. 10

Eighth.—In order to aid in the development of the property known as Harsimus Cove, situate in Jersey City aforesaid, in such manner as the lessee shall deem suitable or expedient for its present or future business wants, the said United Companies lessors shall and will, at the request of the lessee, issue and deliver to the latter, from time to time, shares of stock of their respective companies in seven instalments of three thousand shares, and one instalment of fifteen hundred shares, in the proportion of their present respective capital stocks: *Provided always, however*, That before the first of the said instalments 20 shall be so issued and delivered, the sum of four hundred thousand dollars shall have been expended by the lessee in the development and improvement of the said property; and when and as often as an additional sum of four hundred thousand dollars shall have been so expended, the said United Companies lessors shall and will issue and deliver as aforesaid the other instalments of three thousand shares of such stock, respectively, and when the further sum of two hundred thousand dollars shall have been so expended, the said United Companies lessors shall and will issue and deliver as aforesaid the final instalment of 30 fifteen hundred shares of such stock; and when the whole of the said twenty-two thousand five hundred shares shall have been so issued, no further or additional stock of any of the corporations lessors shall thereafter be issued by them, and as often as the said instalments of three thousand shares and of fifteen hundred shares respectively shall be issued and delivered to the lessee, the latter shall and will, in consideration therefor, pay unto the said lessors yearly, and every year during the said term, an additional rent or sum of thirty thousand dollars for each instal-

ment of three thousand shares, and of fifteen thousand dollars for the final instalment of fifteen hundred shares, lawful money of the United States, in equal quarter-yearly payments, on the aforesaid first day of the months of July, October, January and April, in each and every year during the said term; the first quarterly payment thereof to be made on the first day of the
10 quarter next succeeding the said issue and delivery of the said instalments of shares as aforesaid; the said rent to be also free and clear of and from all taxes, charges and assessments whatsoever now existing, or hereafter to be imposed, by lawful authority, upon the said corporations lessors, their respective franchises and property, including all income tax of the United States, which said additional rent, when converted into dividends by the said United Companies lessors upon the said shares, shall also be paid at some convenient place in the said city of Philadelphia, to be designated, from time to time, by the lessee,
20 and to such depositary of the said lessors in the city of New York as may, from time to time, be designated by them or any of them.

Ninth.—The said lessee assumes all the contracts, agreements, obligations, leases, guarantees and liabilities of the said lessors and each of them; and all the benefit to arise therefrom shall inure to the said lessee. No future merger or consolidation between the said lessee and any corporation whose works have been leased to any of the said lessors shall, in the event of re-entry by the said lessors, as hereinafter provided, extinguish
30 or impair the rights under the said leases, but the same shall be and remain in full force as though these presents had not been made.

Tenth.—To enable the said lessors to keep up and maintain their corporate organizations, the said lessee shall pay semi-annually to the said lessors, on the first Tuesday of July and January in each year, the sum of five thousand dollars, the first semi-annual payment to be made on the first Tuesday of July, A. D. 1871, and shall and will defray the expense incident to the payment of the said dividends in the city of Philadelphia, and provide suitable offices in the cities of Philadelphia,

Trenton and New York for the accommodation of the directors and officers of the said corporations lessors.

Eleventh.—Such real and personal property of the lessors, or either of them, as shall in the opinion of the lessee not be necessary for the use of the said canal or railroads, or for the protection of the interests of the said lessors therein, including the floating stock hereinbefore authorized to be sold or otherwise disposed of, may, with the consent of the lessors respectively, from time to time, be sold, and the said lessors, or either of them, shall unite in the execution of proper conveyances and assurances therefor, without liability on the part of the purchaser to see to the application of the purchase money. The proceeds of all such sales shall be applied, at the option of the lessee, either to the permanent reduction of the funded debts of the said lessors, or either of them, or to permanent additional improvements upon the property hereby demised.

Twelfth.—The accounts to be kept by the said lessee of the works and property, which form the subjects of this lease and of the business thereof, shall, at all reasonable hours and times, be open to the inspection and examination of the president or presidents of the said lessors, and each of them, and of such other person or persons as the said lessors shall, from time to time, by resolution of their directors, appoint to examine the same, and the said lessee shall, at its own proper cost, annually during the said term, furnish to the said lessors, on or before the first day of April in each year, a detailed statement of the earnings, income, receipts and expenditures of and from the said demised premises during the previous year, ending on the thirty-first day of December, and the said works and premises themselves shall also, in like manner, be open to inspection and examination as aforesaid.

Thirteenth.—In case the said lessee shall at any time during the said term omit to pay the rent, or fail to keep and perform the covenants and agreements hereinbefore mentioned and provided for, and shall continue in default in the premises for the period of ninety days, it shall be lawful for the said lessors, their successors and assigns, to enter into and upon the hereby

demised premises, or such as may be then subsisting in their place and forming the subjects of this lease, and remove all persons therefrom, and from thenceforth to have, hold, possess, and enjoy the same as of their first and former estate therein, and thereupon all the estate and interest of it, the said lessee, in and to the same shall absolutely cease and determine as
10 though these presents had never been made: *Provided always, however*, And it is expressly understood and agreed, that the said rent shall, in such event, be apportioned from the time of the last preceding payment of any instalment thereof, to the time of such entry: *And provided further*, That such re-entry shall not in any manner affect any claim for damages against the said lessee, its successors and assigns, resulting from any breach of any of the covenants hereinbefore contained.

Fourteenth.—At the end of the said term, or at the sooner determination of this lease, the said lessee, its successors and
20 assigns, shall redeliver and surrender up to the said lessors, their successors or assigns, the said several subjects of this lease, or such of them as shall then be subsisting in their place, in as good order and condition as the same now are, and with such additions, alterations and improvements as shall have been made thereto.

Fifteenth.—The said lessors shall and will, from time to time and at all times hereafter, at the request and cost of the said lessee, make, execute and deliver all such other and further instruments and assurances in the law for the further, better, or
30 more perfectly assuring the premises hereby demised to the use and in manner aforesaid, according to the true intent and meaning of these presents, as by the said lessee, or its counsel, learned in the law, shall be reasonably devised, advised or required.

Sixteenth.—Each and all of the preceding covenants, agreements and stipulations shall mutually bind and inure to the benefit of the said lessors and lessee, their and each of their successors and assigns.

In Witness Whereof, The said parties have hereunto respectively affixed their corporate seals, the day and year first above written.

10

RULE TO SHOW CAUSE.

(Endorsed)

IN CHANCERY: 20

Between

John Black and others,
Compl'nan's,

and

The Delaware and Raritan Canal Company and others,
Def'nts.

Rule to show cause, &c.

30

A. BROWNING,
Solicitor of Complainants.

Filed June 23, 1871.

H. S. LITTLE,
Cl'k.

IN CHANCERY:

Between

John Black, Henry H. Longstreet, Samuel C. Forker, Thomas Robb, Samuel Rogers,
10 *Jacob M. Douglass, Caleb R. Smith, David Harmer, William R. Vandergrift, Thomas N. Adams, Charles Bartles, John C. Hopewell, Judiah Higgins, Joseph H. Higgins, Avery Parker, John H. Capner, Ira C. Voorhees, Lewis Stout, Robert C. Hutchinson, Henry D. Johnson and Jonathan Longstreet, Complainants,*

20 and

The Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, the New Jersey Railroad and Transportation Company, Robert F. Stockton, John G. Stevens, John M. Read, Moses Taylor, John Jacob Astor, Richard S. Conover, William W. Shippen, Albert W. Markley,
30 *George M. Dorrance, David B. Gill, William H. Gatzmer, Samuel Welsh, Charles Macalister, Benjamin Fish, William G. Cook, Cambridge Livingston, Ashbel Welch, George Richards, Alfred L. Dennis, Nehemiah Perry, Hamilton Fish, Ferdinand Suydam, Henry R. Remsen, Dudley S. Gregory, Isaac W. Scudder, George R. Chetwood and Martin A. Howell, Defendants.*

On bill for injunction, &c.

Rule to show cause, &c.

Upon reading and filing the bill of complaint in the above-stated cause, and the several affidavits thereunto annexed, it is, on this twenty-third day of June, in the year of our Lord one thousand eight hundred and seventy-one, on motion of Abraham Browning, solicitor for, and of counsel with, the complainants, ordered by the Chancellor, that the defendants therein stated, do show cause before him, at ten o'clock, in the forenoon of Tues- 10 day, the twenty-fifth day of July next, at the chancery room, in the state-house, at Trenton, why a writ of injunction shall not be allowed and issued against them, according to the prayer in said bill of complaint; commanding and requiring them, and each and every of them, to desist and refrain from executing, or procuring to be executed, a certain writing, called an instrument or indenture of lease, which, at a meeting of the joint board of directors of the three corporate defendants, viz.: of the Delaware and Raritan Canal Company, the Camden and Amboy Railroad and Transportation Company, and the New Jersey 20 Railroad and Transportation Company, called the United Companies of New Jersey, convened at the city of Trenton, in the State of New Jersey, on the nineteenth day of May last, was read to said joint board, and by it adopted as a proper form of lease to be made by the said United Companies to the Pennsylvania Railroad Company; and by said joint board referred to a committee of its members to take the required steps for execution by each of said United Companies: and, also, to desist and refrain from making or executing any other agreement, contract, lease, or other arrangement to consolidate the capital 30 stocks, or business of the said United Companies, or either of them, with the capital stock or business of the said Pennsylvania Railroad Company; or to grant, demise, or lease the works of the said United Companies, or either of them, or their or any of their powers, franchises or privileges, to the said Pennsylvania Railroad Company, for the term of nine hundred and ninety-nine years, or for any other, greater or lesser term.

And it is further ordered, that the said complainants do serve,

or procure to be served, on each of the presidents of the said three corporate defendants, and upon the general president of the joint board of said United Companies, three printed copies of the said bill of complaint, and of the affidavits and other writings thereunto annexed, and also of this order, on or before the first day of July next; and that the said service shall be on
10 them personally, or by leaving copies of the papers so required to be served, at the dwelling-houses of each of said presidents and of said general president.

And it is further ordered, that until the hearing of said rule to show cause, and further order of the Chancellor to the contrary, the said defendants, and each and every one of them, do desist and refrain from executing, or procuring to be executed, the above-mentioned instrument, or indenture of lease; and from making or executing any other agreement, contract, lease or other arrangement, to consolidate the capital stock, or busi-
20 ness of the said United Companies, or either of them, with the said Pennsylvania Railroad Company; or for granting, demising or leasing the works or property, or the powers, franchises or privileges of the said United Companies, or either of them, to the said Pennsylvania Railroad Company.

(Signed) A. O. ZABRISKIE, *C.*

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